

MATERIAL CHANGE REPORT

To: British Columbia Securities Commission
Alberta Securities Commission
TSX Venture Exchange

- Item 1. Name and Address of Company – Bullion Gold Resources Corp. (TSX-V: TIX), #2270 -1055 West Georgia Street, Vancouver, BC V6E 3P3**
- Item 2. Date of Material Change – November 1, 2012.**
- Item 3. News Release – News Release issued November 1, 2012 at Vancouver, BC.**
- Item 4. Summary of Material Change – Bullion Gold Resources Corp. (TSX-V: TIX) (the “Company”) is pleased to announce the planned exploration program to be undertaken over the next several months.**
- Item 5. Full Description of Material Change – Bullion Gold Resources Corp. (TSX-V: TIX) (the “Company”) is pleased to announce the planned exploration program to be undertaken over the next several months. Exploration work on the company’s property in the Quesnel Trough in central British Columbia has recognized the potential of four gold deposit models which are as follows:**
1. Porphyry copper/gold deposits similar to the nearby Mount Polley deposit
 2. Sediment-hosted gold vein deposits such as the neighbouring Spanish Mountain deposit
 3. Quartz vein gold deposits such as occurs in Fraser Gold area
 4. Intrusive-related hydrothermal deposits in silicified volcanics such as the known mineralization at the company’s Gold Creek gold occurrence

The following exploration program on these four gold deposit models will begin immediately:

1. Compile all existing data over the property area, both recent and historical, to create a comprehensive overview of the company’s extensive land holdings.
2. Interpret the airborne geophysical surveys that were recently carried out on the Bullion Cariboo Property. The objective of survey interpretation is to determine the geological features that guide the Quesnel Trough’s mineralization and to identify specific targets for ground follow-up.
3. Carry out a property-wide reconnaissance soil sampling and geological mapping survey in order to rapidly identify hot-spots of mineralization. The initial survey will be conducted along existing roads and trails using 4-wheel drive and ATV vehicles.
4. Follow up on anomalies found by the reconnaissance soil sampling with detailed grid Mobile Metal Ion (MMI) geochemical sampling.
5. Implement subsequent ground geophysics and geological mapping on the detailed grids in order to pinpoint drill targets that show promising potential.

John Buckle, P.Geo. is the qualified person for the purposes of National Instrument 43-101 and has approved the technical content of this press release.

- Item 6. **Reliance on Section 7.1(2) or (3) of National Instrument 51-102** – Not applicable.
- Item 7. **Omitted Information** – The undersigned is aware of no information of a material nature that has been omitted.
- Item 8. **Executive Officer** – Mr. Terry Severs, President & CEO of the Issuer, is knowledgeable about the material change and this report. He can be contacted at (604) 558-1607.
- Item 9. **Date of Report** – Dated November 1, 2012 at Vancouver, British Columbia.