This is a form of a material change report required under National Instrument 51-102.

FORM 51-102F3
Securities Act

MATERIAL CHANGE REPORT

Item 1. Reporting Issuer

TARSIS RESOURCES LTD. (the "Issuer")
1103-750 West Pender Street
Vancouver, British Columbia V6C 2T8
Telephone: (604) 689-7644

Item 2. Date of Material Change

September 9, 2009

Item 3. Press Release

Press releases on July 9, 2009 were issued in Vancouver, British Columbia for distribution.

Item 4. Summary of Material Change

Tarsis announced that it has acquired a 100% interest in two mineral properties from Strategic Metals Ltd. (TSXV: SMD) ("Strategic"). The two mineral properties are located in Yukon, Canada and both are prospective for zinc and other base metals.

Item 5. Full Description of Material Change

Tarsis announced that it has acquired a 100% interest in two mineral properties from Strategic Metals Ltd. (TSXV: SMD) ("Strategic"). The two mineral properties are located in Yukon, Canada and both are prospective for zinc and other base metals.

MOR Property Expansion

The Highway Property consists of six mineral claims that lie approximately one kilometre southwest of Tarsis' MOR Property, which features volcanogenic hosted massive sulphide (VHMS) mineralization in stacked horizons up to 7.80 m thick. The Highway claims are immediately adjacent to the Alaska Highway, 30 kilometres east of Teslin, Yukon. The Highway Property covers a similar package of Yukon Tanana Terrane stratigraphy adjacent to the MOR claim block that is a prospective host for VHMS type mineralization. During 2007, Strategic conducted helicopter borne Vertical Time Domain Electro Magnetic (VTEM) surveys over the property. A strong linear EM anomaly was identified but no additional modeling was undertaken to better define the target and no diamond drilling has tested this target.

Tarsis intends to incorporate the Highway property into its MOR property for future exploration campaigns.

Cord Property

The Cord Property consists of twelve mineral claims located approximately 80 kilometres northeast of Tarsis' Goz Creek property in eastern central Yukon. The property is underlain by clastic and carbonate sedimentary sequences of the Early Proterozoic Wernecke Supergroup, which are prospective hosts for stratiform zinc-lead mineralization. These rocks are interpreted to occupy a similar geological setting to the Century, McArthur River and Mt. Isa deposits in Australia. Previous work on the claims includes geochemical and geophysical surveys.

Consideration

The company will issue 10,000 common shares of Tarsis stock to Strategic as payment for a 100% interest in the two properties upon acceptance for filing by the TSX Venture Exchange. Tarsis has agreed to grant Strategic a 2% NSR on any future production from the mineral claims acquired as discussed above.

The technical content of this press release has been reviewed by Marc G. Blythe P.Eng, a Qualified Person as defined by NI 43-101.

Item 6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7. Omitted Information

N/A

Item 8. Senior Officers

The Senior Officer of the Issuer who is knowledgeable about the material change and the report is Marc Blythe, President.

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated this 14 day of September, 2009

TARSIS RESOURCES LTD.

By:

Chief Financial Officer
(Official Capacity)

Mark Brown
(Please print here name of individual whose signature appears above)