FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

CLIFFMONT RESOURCES LTD.
3703 – 1011 West Cordova Street
Vancouver, BC, V6C 0B2

2. Date of Material Change

March 1, 2013

3. Press Release

The press release was released on March 1, 2013 through various approved public media and filed with the TSX Venture Exchange and the British Columbia, Alberta and Ontario Securities Commissions.

4. Summary of Material Change(s)

See attached press release for details.

5. Full Description of Material Change

See attached press release for details.

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

Not Applicable

7. Omitted Information

Not Applicable

8. Director

Nick DeMare, Director
Phone: (604) 685-9316

9. Date of Report

March 11, 2013

CLIFFMONT RESOURCES LTD.

Suite 3703, 1011 West Cordova Street, Vancouver, BC, V6E 3V7 | Tel (604) 568-6894 | Fax (604) 568-6834

CLIFFMONT CLOSES FIRST TRANCHE OF NON-BROKERED PRIVATE PLACEMENT

Vancouver, British Columbia – March 1, 2013 – Cliffmont Resources Ltd. (TSX-V - CMO) (the "Company") is pleased to announce that further to its news release of February 19, 2013, the Company has completed an initial closing of its non-brokered private placement (the "Private Placement") by issuing a total of 3,094,783 units (a "Unit"), at a price of $0.35 per Unit, for gross proceeds of $1,083,174. Each Unit comprises one common share and one-half of one transferable share purchase warrant. Each whole warrant (a "Warrant") entitles the holder to purchase one common share of the Company, at a price of $0.50 per share, for a period of 18 months from closing, with a forced conversion which comes into effect once the shares trade at a price above $0.75 per common share for a period of 15 consecutive days

The Company paid a finder's fee of $15,954.74 cash and issued 45,585 non-transferable finder's warrants, being 7% cash and 7% warrants, on a portion of this financing. The finder's warrants are exercisable into 45,585 common shares, at a price of $0.50 per share, for a period of 18 months from closing.

All securities issued pursuant to the Private Placement are subject to a four month hold period expiring on June 29, 2013.

The net proceeds from this private placement will be used for the continued exploration of the San Luis Project and for general working capital purposes.

ON BEHALF OF THE BOARD

"Jeff Tindale"

Jeff Tindale, President and CEO

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<u>About Cliffmont Resources:</u>

Cliffmont Resources Ltd. (TSX-V:CMO) is a Vancouver-based company focused on the exploration of precious and base metals in Colombia's prolific San Luis mining district. The Company has a 100% option in the San Luis Project, comprising 2,701 hectares, including an exploitation concession located on the Eastern flank of the Central Cordillera of Colombia within the Department of Huila. As a well-funded first mover in one of Colombia's most prolific under-developed gold districts, the Company is conducting an aggressive and focused exploration program. The San Luis Project consists of a 7km x 3km mineralized area that spans hosting epithermal gold and silver targets, including multiple past producing gold mines.

<u>Forward Looking Statements.</u> This Company news release contains certain "forward-looking" statements and information relating to the Company that are based on the beliefs of the Company's management as well as assumptions made by and information currently available to the Company's management. Such statements reflect the current risks, uncertainties and assumptions related to certain factors including, without limitations, competitive factors, general economic conditions, customer relations, relationships with vendors and strategic partners, the interest rate environment, governmental regulation and supervision, seasonality, technological change, changes in industry practices, and one-time events. Should any one or more of these risks or uncertainties materialize, or should any underlying assumptions prove incorrect, actual results may vary materially from those described herein.