FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

CLIFFMONT RESOURCES LTD.
Suite 1305 – 1090 West Georgia Street
Vancouver, BC, V6E 3V7

2. Date of Material Change

January 30, 2014

3. Press Release

The press release was released on January 30, 2014 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

February 4, 2014

CLIFFMONT RESOURCES LTD.

Suite 1305, 1090 West Georgia Street, Vancouver, BC, V6E 3V7| Tel (604) 568-6894

CLIFFMONT PROVIDES UPDATE TO SHAREHOLDERS

Vancouver, British Columbia – January 30, 2014 – Cliffmont Resources Ltd. (TSX-V - CMO) ("Cliffmont" or the "Company") is pleased to provide a corporate update to shareholders. The Company continues to work diligently towards the exploitation of vein hosted gold mineralization at its high-grade San Jorge gold project and is currently updating final environmental permits necessary for exploitation.

Sitting within the San Luis project (2,623 ha) the San Jorge mine is a separate exploitation title optioned by Cliffmont. The mine was closed in 2011 due to flooding in its tunnels and a lack of access to modern mining and dewatering technology. The company has worked to enhance the existing environmental permit recently at San Jorge for an increased production capacity up to 100 tonnes per day.

The Company has also been focusing on other aspects equally important to the long-term sustainability at San Luis/San Jorge including the recent installation of a telecommunications tower, an effort led and co-ordinated by Cliffmont personnel.

"San Jorge represents a very unique opportunity. Based on our data to date, and the support we've garnered from local communities to develop a long-term mining project, we are confident to advance this project's next phase of development," stated Jeff Tindale, President and CEO.

The San Jorge mine was Cliffmont's first area of focus. The Company conducted a first phase drill program to test high-grade historical samples audited by TVX Mineria Ltd in 1997. TVX sampling averaged 39.09 grams per tonne gold and 11.66 grams per tonne silver over a width of 1.52 metres for 71.72 metres. (See Press Release May 31, 2012). The mineralization remains open in both directions and the structure extends over three kilometres.

Through its drill program Cliffmont demonstrated the site's continuity of mineralization to depth. Drilling also confirmed that San Jorge's northern high-grade gold and silver mineralization increased in grade to (at least) 80 metres depth and remains open. Some significant drilling highlights included:

- Hole SLD-01, intersected 11.44 g/t gold over 2.08 metres approximately 70 metres below the level of the TVX sampling (Level 1872). The results of this hole indicate a sizeable area of potential mineralization.

- Hole SLD-19, drilled approximately 50 metres north of SLD-01, intersected gold mineralization, at a depth of ~ 80 metres averaging 39.24 g/t gold & 15.35 g/t silver over 2.40 metres including 0.40 metres averaging 235 g/t gold and 90.70 g/t silver. The intersection, which is open, confirms the continuity of mineralization below the mine and to the north.

- Hole SLD-04 intersected gold mineralization averaging 17.87 g/t gold over 3.00 metres, including 0.50 metres averaging 106 g/t gold approximately 40 metres below the level of the TVX sampling (Level 1872). The intersection demonstrates the continuity of the mineralization to depth.

Other significant highlights from the San Luis drilling include:

La Julia: (As reported Jan. 17, 2013 and May 05, 2013)

- Strike length over 1.3km of gold mineralization
- Rock Samples (grab, chip and panel) ranged from 0.1 gram per tonne gold up to 342 g/t gold.
- Hole SLD-17 intersected 5.9 g/t gold & 3.33 g/t silver over 10.5 metres from 10.5 metres down hole, including 27.7 g/t gold & 14.7 g/t silver over 1.25 metres starting at 17.0 metres down hole, and 9.9 g/t gold & 4.2 g/t silver over 1.57 metres starting at 10.5 metres down hole
- Hole SLD-18 intersected 2.11 g/t gold & 3.73 g/t silver over 15.0 metres starting at 9.0 metres down hole including 9.73 g/t gold & 9.4 g/t silver over 2.0 metres starting at 11.0 metres down hole

Merceditas: (As reported Jan. 08, 2013)

- Hole SLD-05 intersected 1175.5 g/t silver over 3.00 metres starting at 16.00 metres below surface in saprolite and intersected 8.23 g/t gold over 1.45 metres at 183.90 metres down hole and 8.21 g/t gold over 1.00 metre at 191 metres down hole

El Callao: (As reported Jan. 08, 2013)

The drill program's objective was to test and extend to depth historical mineralization in the El Callao vein identified by TVX Mineria Ltd. in 1997. The mineralization from chip sampling averaged 8.74 g/t gold over a width of 1.07 metres along a length of 115 metres (see Press Release August 23, 2012).

Significant drilling highlights include:

- Hole SLD-08, drilled ~75 metres under the old workings, intersected 1.49 g/t gold & 4.62 g/t silver over 9.14 metres, including 12.12 g/t gold, 27.96 g/t silver, 0.2% copper, 1.87% lead & 0.75% zinc over 0.92 metres. The intersection has extended the mineralization to a depth of approximately 75 metres beneath the old mine workings.
- Hole SLD-10, drilled ~10 metres under the old workings, intersected 0.60 g/t gold & 3.38 g/t silver over 3.05 metres including 2.59 g/t gold, 15.00 g/t silver, 3.58% lead & 2.93% zinc over 0.55 metres.
- Hole SLD-13, drilled ~60 metres under the old workings, intersected 1.58 g/t gold & 3.91 g/t silver over 4.18 metres including 5.55 g/t gold, 14.42 g/t silver, 1.01% lead & 1.38% zinc over 0.95 metres.

Corporate Update

The Company has been working with leaders of local communities as well as several other groups since 2012 to bring a telecommunication tower to San Luis that will facilitate 4G, 3G and optical signal connectivity. The tower is expected to benefit more than 13,000 people throughout Cliffmont’s project area extending to Eastern Tolima Department.

Cliffmont led strategy meetings, scheduled and arranged meetings with local government, social leaders and CLARO SA, Colombia’s primary telecommunication company. This process demonstrated the tower's benefit to local communities as well as the current communication weaknesses and its negative impact on local schools and commerce.

The tower was completed through a joint effort that involved the participation of communities in land preparation, the assignment of rights, legalization and the assignment by the mayors of Palermo and Neiva. Just recently, the 45 metre communication tower was installed in the heart of Cliffmont's project area.

The new technology allows for rural schools to improve their internet, and provide students with access to online courses. It is also helping to increase exposure for commercial entities and service providers.

Financially, a non-revolving credit facility/bridge loan in the principal amount of $125,000 has been provided by a Company Director. Interest on this credit facility's outstanding principal will be at prime interest rate plus 2% per annum. The loan is secured by way of a general security agreement providing security for the lender. This cash infusion will assist the Company to continue working towards obtaining its environmental license at San Jorge and general working capital purposes. The Company is also in discussions with third parties interested in opportunities related to moving the Company's project forward.

Kieran Downes, P. Geo., a Qualified Person as defined by National Instrument 43-101, has reviewed and verified the technical information provided in this release.

ON BEHALF OF THE BOARD

"Jeff Tindale"

Jeff Tindale, President and CEO

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