

**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**

April 30, 2015

**3. Press Release**

The press release was released on April 30, 2015 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**

April 30, 2015

# CLIFFMONT RESOURCES LTD.

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

## CLIFFMONT PROVIDES CORPORATE UPDATE

**Vancouver, British Columbia – April 30, 2015** – Cliffmont Resources Ltd. (TSX-V - CMO) (“Cliffmont” or the “Company”) provides this corporate update in regards to the Company’s working capital situation.

The Company has been unable to conclude an agreement with the Vendors of the 20321 San Luis property located in Huila, Colombia regarding its final payment of \$920,000 pursuant to the January 3, 2012 purchase agreement. The Company has offered to settle the debt with the 100% return of the San Luis property in good standing as well as the Vendors retaining all consideration paid to date, however all settlement offers have not resulted in a final agreement.

As a result the Company has been unable to raise capital with this current debt outstanding and insiders are no longer able to provide further debt to the Company with this matter unresolved. This debt load and inability to raise funds will have an impact on the Company’s ability to maintain its listing in good standing.

**“Jeff Tindale”**

Jeff Tindale, President and CEO

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*Forward Looking Statements.* 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.

*“Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.”*