FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1 **REPORTING ISSUER**

JIULIAN RESOURCES INC.
(“Jiulian” or the "Company")
Suite 906 – 595 Howe Street
Vancouver, BC V6C 2T5

ITEM 2 **DATE OF MATERIAL CHANGE**

October 18, 2011

ITEM 3 **PRESS RELEASES**

Issued October 18, 2011 at Vancouver, BC

ITEM 4 **SUMMARY OF MATERIAL CHANGE**

Jiulian entered into an agreement with Xstrata Copper Canada, a business unit of Xstrata Canada Corporation, (“Xstrata”) allowing Xstrata the option to earn up to a 75% interest in Jiulian’s Big Kidd property, located in the Quesnel Trough region of southern British Columbia.

ITEM 5 **FULL DESCRIPTION OF MATERIAL CHANGE**

5.1 **Full Description of Material Change**

Jiulian has entered into an agreement with Xstrata, allowing Xstrata the option to earn up to a 75% interest in Jiulian’s Big Kidd property, located in the Quesnel Trough region of southern British Columbia. The 4055.77 ha property is road accessible and is located approximately 20 km southeast of the city of Merritt. This is an arm’s length transaction and no finders were involved.

Jiulian acquired the Big Kidd property and Little Fort property from Gunpoint Exploration Ltd. on July 12, 2011. Jiulian will retain the Little Fort property. Jiulian prepared a work plan for the Big Kidd property and submitted the Notice of Work for an 18 kilometre IP survey and 2000 metre drilling on July 14, 2011 after compiling historical exploration data, inspecting the property and checking historic drill cores.

Under the terms of the agreement, Xstrata may earn an initial 51% interest by making staged cash payments to Jiulian totaling $180,000 and incurring cumulative exploration expenditures totaling $3 million over a four year period. Upon vesting at a 51% interest in the property, a joint venture will be formed and Xstrata will maintain the right to earn a further 24% interest (75% interest total) by funding the completion of a feasibility study or incurring $15 million in expenditures towards the completion of a prefeasibility study and a feasibility study on the property. Jiulian’s participation in the option agreement, and the transactions contemplated thereby, are subject to the approval of the TSX-Venture Exchange.

5.2 Disclosure for Restructuring Transactions

Not applicable.

ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7 OMITTED INFORMATION

Not applicable.

ITEM 8 EXECUTIVE OFFICER

X. Charlie Cheng, Chief Executive Officer, Director at (604) 639-4418

ITEM 9 DATE OF REPORT

October 19, 2011