

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

**GOLDEN TOUCH RESOURCES CORP.** (the “Company”)  
530 - 580 Hornby Street  
Vancouver, British Columbia  
V6C 3B6

**Item 2 Date of Material Change**

July 11, 2011

**Item 3 News Release**

News release dated July 12, 2011 disseminated through Stockwatch and Baystreet.

**Item 4 Summary of Material Change**

The Company reports that it has closed its private placement in two tranches previously announced in Stockwatch on June 30, 2011 and July 11, 2011.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

Please see news releases attached.

*5.2 Disclosure for Restructuring Transactions*

N/A

**Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

**Item 7 Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8 Executive Officer**

Inquiries in respect of the material change referred to herein may be made to:

Robert Murdoch  
President and Chairman  
Telephone: +61 418 712 011

**Item 9 Date of Report**

July 12, 2011

**Golden Touch Resources Corp.**  
Suite 530 – 580 Hornby Street,  
Vancouver, B.C.  
V6C 3B6

**NEWS RELEASE**

July 12, 2011

**TSX Venture Exchange**  
**Trading Symbol: GOT**

**GOLDEN TOUCH RESOURCES CORP. ANNOUNCES CLOSING OF PRIVATE  
PLACEMENT FINANCING**

**\*\*NOT FOR DISSEMINATION IN THE UNITED STATES\*\***

Vancouver, British Columbia, Golden Touch Resources Corp. (“**Golden Touch**” or the “**Company**”) - GOT: TSX-V. Golden Touch reports that it has closed its private placement (the “**Private Placement**”) in two tranches previously announced in Stockwatch on June 30, 2011 and July 11, 2011. Golden Touch issued a total of 5,553,300 units (each a “**Unit**”) at \$0.43 per Unit for gross proceeds to the Company of \$2,387,919. Each Unit consists of one common share of the Company and one-half of one common share purchase warrant (each whole warrant a “**Warrant**”). Each Warrant will entitle the holder to subscribe for one additional common share (a “**Warrant Share**”) of the Company at an exercise price of \$0.60 per Warrant Share at any time prior to June 30, 2013 for the first tranche and July 11, 2013 for the second tranche.

The net proceeds of the Private Placement will be used for working capital purposes and to pay for the costs of the ongoing drill program on the Company’s Albania Gold concessions.

In connection with the Private Placement, a cash commission equal to 7% on a portion of the gross proceeds of the Private Placement was paid to various finders. Golden Touch also issued a total of 479,667 finder’s warrants (the “**Finder’s Warrants**”), equal to 10% of the number of Units sold in the Private Placement to purchasers introduced by arms’ length finders. The Finder’s Warrants entitle the holder to acquire one common share (a “**Finder’s Warrant Share**”) of the Company at an exercise price of \$0.60 per Finder’s Warrant Share until June 30, 2013 for first tranche and July 11, 2013 for the second tranche.

All the securities issued under this Private Placement are subject to resale restrictions until October 31, 2011 and November 12, 2011, for the first tranche and second tranche respectively, under applicable securities legislation.

Mr. Robert Murdoch, the Company's President stated: "We are very pleased to have closed this placement, the proceeds of which provide us with sufficient funds to continue our aggressive drill program in Albania. The Company has gone through a difficult period, but is now well stabilized and management is excited to move forward with our exploration activities. With the financing completed, we expect to add to our team and continue building the Company. I would like to thank our new investors and welcome them as shareholders of the Company."

## **ON BEHALF OF THE BOARD OF DIRECTORS**

Robert Murdoch, President  
**Golden Touch Resources Corp.**

### **About Golden Touch Resources Corp.**

Golden Touch Resources Corp. is a junior mineral exploration company with a focus on the exploration of prospective Gold, Platinum Group Metals and Chromite properties in Albania.

The securities offered have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

*The TSX Venture Exchange has not reviewed and does not accept responsibility for this News Release. This News Release may contain forward-looking statements including but not limited to comments regarding the timing and content of upcoming work programs, geological interpretations, receipt of property titles, potential mineral recovery processes, etc. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements. Golden Touch relies upon litigation protection for forward-looking statements.*

*Neither the 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.*

For further information, contact Robert Murdoch, President **Golden Touch Resources Corp.** at +61 418712011 or via email at [r\\_murdoch@bigpond.com](mailto:r_murdoch@bigpond.com).