FORM 51-102F3
Material Change Report

Item 1 Name and Address of Company

GOLDEN TOUCH RESOURCES CORP. (the "**Company**")
800 - 1199 West Hastings Street
Vancouver, B.C.
Canada
V6E 3T5

Tel: (604) 248-5175

Item 2 Date of Material Change

May 22, 2012

Item 3 News Release

News release dated May 22, 2012 disseminated in Vancouver, British Columbia.

Item 4 Summary of Material Change

The Company is pleased to announce that it has signed a letter of intent (the "**Letter of Intent**") with TSX listed Mediterranean Resources Ltd. ("**Mediterranean**") whereby Mediterranean proposes to acquire all of the issued and outstanding shares of Golden Touch Resources Australia Pty Ltd. ("**Golden Touch Australia**"), the Company's wholly owned subsidiary (the "**Transaction**"). Golden Touch Australia is the parent company of JAB Resources Ltd (Australia) which holds, through its wholly owned Albanian subsidiary, JAB Resources SHPK, all of the Company's exploration properties in Albania.

Item 5 Full Description of Material Change

See news release attached as Schedule "A".

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) 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:

Ken Chapple, President
Golden Touch Resources Corp.
Telephone: (604) 248-5175

DATED this 25th day of May, 2012.

Schedule "A"

GOLDEN TOUCH RESOURCES CORP.
800 1199 West Hastings Street
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Tel: 1- 604-248-5175
Fax: 1-604-687-3141

GOLDEN TOUCH ANNOUNCES SIGNING OF LETTER OF INTENT WITH MEDITERRANEAN RESOURCES LTD.

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

May 22, 2012

TSX Venture Exchange
Trading Symbol: GOT

Vancouver, British Columbia

Golden Touch Resources Corp. ("**Golden Touch**" or the **"Company"**) - GOT: TSX-V. Golden Touch is pleased to announce that it has signed a letter of intent (the "**Letter of Intent**") with TSX listed Mediterranean Resources Ltd. ("**Mediterranean**") whereby Mediterranean proposes to acquire all of the issued and outstanding shares of Golden Touch Resources Australia Pty Ltd. ("**Golden Touch Australia**"), Golden Touch's wholly owned subsidiary (the "**Transaction**"). Golden Touch Australia is the parent company of JAB Resources Ltd (Australia) which holds, through its wholly owned Albanian subsidiary, JAB Resources SHPK, all of the Company's exploration properties in Albania as described below. The Letter of Intent contemplates the execution of a definitive agreement (the "**Definitive Agreement**") on substantially the terms as the Letter of Intent.

Terms of the Proposed Transaction

Pursuant to the terms of the Transaction, Mediterranean will issue to GOT shareholders approximately 21,154,000 common shares in the capital of Mediterranean (the "**Mediterranean Shares**") in exchange for all of the issued and outstanding shares of Golden Touch Australia. The parties intend to structure the Transaction as a plan of arrangement where Mediterranean will distribute the Mediterranean Shares Mediterranean to Golden Touch shareholders on a pro rata basis, which GOT currently anticipates to be one Mediterranean Share for approximately every 1.5 Golden Touch shares held. The arm's length Transaction is subject to GOT shareholder approval at a special meeting to be held as practicable after execution of the Definitive Agreement and completion of Mediterranean's due diligence on the Golden Touch properties.

Under the Letter of Intent, if Mediterranean identifies a NI 43-101 compliant measured and indicated resource of at least 500,000 ounces of gold at the Rubik, Livadheza, Kalimash, Zogaj or Lajthize mining concessions or any adjacent mineral properties that trend from such mining concessions acquired by Mediterranean, the Company will have the right but not the obligation to back-in for 30% of such deposit upon payment to Mediterranean of 90% of Mediterranean's exploration and development expenditures on such deposit to the date of the Company's exercise of such right.

In conjunction with the Transaction, Mediterranean has agreed to loan Golden Touch CDN$100,000 (the "**Loan**") to be used by Golden Touch for the expenses related to the proposed Transaction. The Loan bears simple interest at a rate of 3.0% per annum, calculated monthly, with the principal and all interest payable on December 30, 2012. The Loan is to be secured by the Company's pledge of all of the issued and outstanding shares of Golden Touch Australia. The Loan is non-repayable on closing of the Transaction.

The Transaction and the Loan are subject to TSX Venture Exchange acceptance and other commercial conditions.

Mediterranean Future Plans For Chromite Property

GOT understands that it is Mediterranean's current intention to spin out the chromite assets to a standalone vehicle in a distribution to its shareholders. The chromite asset acquired from Golden Touch will be combined with other chromite assets in Albania and elsewhere to make a chromite-specific exploration mining entity. Albania has long been synonymous with chromite mining but has seen the industry languish in recent times due to lack of investment.

Dr John Clarke, Chairman of Mediterranean commented that "Mediterranean is very excited to expanding its range to the emerging mining province of Albania where close historical ties exist to our current main focus, Turkey".

Albanian Properties

The Albanian properties held by JAB are as follows:

Gold: the Rubik's concession is located in northern Albania. The area is held under Prospecting and Exploration Licence No 1124 (PEL 1124). Previous drilling within a small 400 x 220 meter area (Gjazuj Prospect) of the tenement by the Albanian Geological Survey (AGS) in the 1980's has outlined high grade intersections which include 7 metres at 9.5 g/t Au; 8 metres at 7.2 g/t Au; 6 metres at 10.4 g/t Au; 5 metres at 6.4 g/t Au plus some specular smaller intersections of 2 metres at 21.8 g/t Au; 1 metre at 29.4 g/t Au and 1 metre at 23.7 g/t Au. All these intersections are at depths of under 100 metres. The Gjazuj Prospect represents one of six stream sediment gold anomalies identified in the tenement area and was the only one investigated by the AGS. Exploration of the other 5 stream sediment gold anomalies within the tenement is expected to identify further gold mineralised shear zones.

Initial surface trench sampling by the Company in the Gjazuj Area defined gold bearing intervals of 6 metres at 6.3 g/t Au; 9 metres at 4.6 g/t Au and 9 metres at 3.3 g/t Au. The Company then undertook confirmatory drilling at Gjazuj that involved 26 diamond drill holes for 3,008.2 meters. Results have been encouraging with a high of 39 g/t gold over one meter and a total of 27 significant intersections with grades in excess of 0.5 g/t gold. The intersections are contained within 9 steeply dipping, greenstone hosted, shear zones which average 4 meters @ 2.7 g/t gold. Clustering of the shear zones may enhance the possibility of them being able to open-pit mined.

The geophysical surveying has outlined numerous medium to high order resistivity and chargeability anomalies (some of which are co-incident) and these represent high priority targets. At this stage it is interpreted that the shallow resistivity anomalies reflect mineralized and silicified shear zones (similar to those intersected in the drilling) and that some of the larger and broader resistivity anomalies may reflect the presence of intrusive bodies.

Chromite: the Kukes concession consists of chromite mineralization over an area of about 10 square kilometers in north eastern Albania. Within this area there are numerous known small pods of massive or banded chromite mineralization typically grading between 20-30% chromite (Cr_2O_3). These pods or lenses are referred to below as “high grade chromite pods” and the larger ones typically contain up to 1 million tonnes (as indicated by previous drilling and Albanian Government estimates.)

High grade chromite pods within JAB’s tenements have been the subject of some past mining activity. That activity reached a peak in the 1980's, whilst the State was the main producer. At that time Albania was the world’s third largest producer of chromite. Some 1-2 million tons of ore has been mined from within the initial GOT tenements. Some of the ore mined (typically >30% Cr_2O_3) was sold as “direct ship ore”, and the rest (typically averaging 20% Cr_2O_3) was concentrated to a marketable grade by the State during the 1980’s. The State operations ceased production with the fall of Communism in the 1990's.

Platinum: The Company’s exploration efforts thus far have defined platinum group elements (“**PGE**”) mineralization within a 6 km long structural shear zone in north eastern Albania. Five holes were drilled in the first round drilling program for a total of 480.65 meters. All of these holes tested the Bregu I Bibes Prospect, down-dip from where channel sampling of trenches excavated in an outcrop, located zones of 1.5 g/t Pt over 14.0 meters, 1.9 g/t Pt over 11.0 meters and 2.1 g/t Pt over 5 meters.

A total of 496 drill core samples (one metre intervals) were prepared and despatched for assay. Samples were analysed for platinum group elements (platinum-Pt and palladium-Pd), gold (Au) and chromite (Cr_2O_3).

Results were encouraging with 8 intersections (ranging in length from 1.0 to 4.0 meters) in excess of 1.0 g/t Pt developed within thick widespread intersections (up to 15.0 meters) of low grade Pt over 0.25 g/t. Of particular encouragement are intersections of 5.27 g/t Pt over three meters in Hole BB-4 (including an interval of 1.0m @ 7.60 g/t Pt) and 2.06 g/t Pt over four meters in Hole BB-3.

For a map of the Company’s Albanian properties described above, please visit Golden Touch’s website at: http://www.goldentouchresources.com/s/locationmap.asp).

Ken Chapple, Golden Touch’s President, a Fellow of the Australian Institute of Geoscientists and a qualified person under the meaning of Canadian National Instrument 43-101 *Standards of Disclosure for Mineral Projects* (“**NI 43-101**”), is responsible for the technical content of this news release relating to Golden Touch’s properties.

ON BEHALF OF THE BOARD OF DIRECTORS

Ken Chapple, 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.

This News Release may contain forward-looking statements which 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 Ken Chapple, President **Golden Touch Resources Corp.** at 604.248.5175 or via email at ken@goldentouchresources.com.