FORM 51-102F3

SECURITIES ACT

MATERIAL CHANGE REPORT

Item 1 Name and address of Company

Redline Resources Inc.
2110-1177 West Hastings Street
Vancouver BC V6E 2K3

Item 2 Date of Material Change

November 5, 2013

Item 3 Press Release

News Release dated **November 5, 2013** disseminated under section 7.1 of National Instrument 51-102

Item 4 Summary of Material Change

See attached copy of the **November 5, 2013** News Release.

Item 5 Full Description of Material Change

See attached copy of the **November 5, 2013** News Release.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Senior Officers

Len Guenther, Director of the Issuer, is knowledgeable about the material change and this report. His business telephone no. is (604) 669-6634

Item 9 Date of Report

November 5, 2013

"Len Guenther"
Director

TSXV:RLI

Redline Resources Inc. and Redline Minerals, Inc. Sign Letter of Intent to Option Winston Property to Far Resources Ltd.

VANCOUVER, BRITISH COLUMBIA--(Nov 5, 2013) - Redline Resources Inc. (TSX VENTURE: RLI) announces that it has entered into a binding, arm's length letter of intent (the "**LOI**") with Far Resources Ltd. ("**FAR**"), whereby FAR will have the right and option to acquire an initial 50% interest in and to Redline's 217 unpatented and 2 patented mineral claims located in New Mexico, USA, known as the Winston property (the "**Property**").

Redline Minerals, Inc. ("**RMI**") is a private mining exploration company which holds a 100% interest in the Property. RMI has entered into an agreement (the "**QT Agreement**") dated June 25, 2012, with Redline Resources Inc. ("**RRI**"), a capital pool company (the "**CPC**") listed on the TSX Venture Exchange, whereby RRI will acquire all of the common shares of RMI from the holders thereof, which acquisition will be the "qualifying transaction" of RRI under TSXV policies. The option to FAR would form part of the qualifying transaction.

Under the terms of the LOI, FAR can earn an initial undivided 50% interest (the "**Initial Option**") in the Property by:

(i) making initial cash payments to RRI and RMI (together "**Redline**") totaling $50,000, of which a non-refundable deposit of $10,000 has been paid to date;

(ii) paying a further $320,000 cash ($80,000 per year over four years) to cover applicable assessment/recording fees, taxes and underlying property payments;

(iii) issuing a total of 2,500,000 common shares of FAR to Redline (500,000 shares per year, with the first tranche due on closing); and

(iv) incurring exploration expenditures totaling $1,500,000 over four years, of which $200,000 is to be spent in the first year.

Upon exercise of the Initial Option, FAR will have the further option to acquire up to an additional 30% interest in the Property (the "**Additional Option**"), in increments of 10% per annum, by paying an additional $80,000 per year to cover ongoing assessment/recording fees, taxes and underlying property payments (up to $240,000 in total), issuing an additional 500,000 common shares per year to Redline (up to 1,500,000 shares in total) and incurring a further $500,000 in exploration expenditures per year (up to $1,500,000 in total) on the Property over a period of three years.

TSXV:RLI

During the term of the Initial Option and, if applicable, the Additional Option (collectively the "**Option**"), FAR shall be the operator of all exploration programs on the Property and shall have the right to determine, in its discretion, the location, nature and type of exploration work to be carried out on the Property.

The LOI is subject to a number of conditions precedent including the completion of an initial site visit and due diligence review by FAR, the completion of an equity financing by FAR and the receipt of applicable regulatory approvals including the acceptance of the Option as part of RRI's qualifying transaction with the TSXV.

Upon exercise of at least the Initial Option, FAR and Redline will enter into a joint venture agreement for the further exploration and development of the Property with FAR as the initial operator thereof.

Separate and apart from the Option, FAR and Redline have also agreed, subject to a satisfactory due diligence review by FAR, to enter into a separate joint venture agreement for the ownership and development of any and all stockpiled ore, tailings or dumps currently located on the Property on a 50/50 cost and profit sharing basis.

The terms of the Letter of Intent are legally binding, and are subject to a number of conditions, including satisfactory due diligence investigations, execution of definitive agreements, and TSX Venture Exchange approval.

ON BEHALF OF THE BOARD OF DIRECTORS OF
REDLINE RESOURCES INC.

Raymond Strafehl, President

The TSX Venture Exchange nor its Regulation Services Provider has neither approved nor disapproved the contents of this news release and accepts no responsibility for the adequacy or accuracy hereof.

Cautionary Statements

This news release contains forward-looking statements, which relate to future events or future performance and reflect management's current expectations and assumptions. Such forward -looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to the Company. Readers are cautioned that these forward looking statements are neither promises nor *guarantees, and are subject to risks and uncertainties that may cause future results to differ materially from those expected. Specifically, the LOI is subject to numerous conditions precedent to closing including the completion of a satisfactory site visit and due diligence review by FAR and regulatory approvals. There are no assurances that all conditions precedent will be satisfied or waived or that the Option of the Property will be successfully completed on the terms and conditions contemplated herein or at all. All of the forward-looking statements made in this news release are qualified by these cautionary statements and those in our continuous disclosure filings available on SEDAR at [www.sedar.com.](http://www.sedar.com) These forward looking statements are made as of the date hereof and the Company does not assume any obligation to update or revise them to reflect new events or circumstances save as required under applicable securities legislation.*

"Completion of the Qualifying Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative. The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

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