FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

KEYMARK RESOURCES INC. (the "Company")
Suite 804 – 750 West Pender Street
Vancouver, BC V6C 2T7

Item 2: Date of Material Change

July 19, 2012

Item 3: News Release

A news release was issued and disseminated on July 19, 2012 through Market News and Stockwatch and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Company announced a non-brokered private placement offering of up to 1,700,000 common shares at a price of $0.15 per share to raise gross proceeds of $255,000. The proceeds will be used for general working capital. The Company may pay finder's fees either in cash and/or in shares pursuant to this financing.

Item 5: Full Description of Material Change

Please see the news release attached as Schedule "A" hereto, for a full description of the material change.

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

Note applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

For further information, please contact:

John Morita, CFO
Tel: 604.682.2928
Fax: 604.685.6905

Item 9: Date of Report

July 19, 2012

Schedule “A”

KEYMARK RESOURCES INC.

NEWS RELEASE

KEYMARK RESOURCES ANNOUNCES NON-BROKERED PRIVATE PLACEMENT

July 19, 2012 - VANCOUVER, Canada – Keymark Resources Inc. (the “Company”) (CNSX:KKR) announces a proposed non-brokered private placement offering of up to 1,700,000 common shares at a price of $0.15 per share to raise gross proceeds of $255,000. The proceeds will be used for general working capital. The Company may pay finder's fees either in cash and/or in shares pursuant to this financing.

The offering may be subject to regulatory approval and all shares are subject to restrictions on transfer for a period of four months from the closing of the private placement.

About Keymark Resources Inc.

Keymark Resources Inc. does not currently have an active business and will be seeking and reviewing prospective mining properties.

KEYMARK RESOURCES INC.

John Morita, CFO
T: 604-682-2928

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