MATERIAL CHANGE REPORT
UNDER SUBSECTION 7.1 (1) OF NATIONAL INSTRUMENT 51-102

Item 1. **Reporting Issuer**

HILL TOP RESOURCES CORP.
1600 – 609 Granville Street
Vancouver, BC V7Y 1C3

Item 2. **Date of Material Change**

January 30, 2008

Item 3. **News Release**

The Issuer issued a News Release dated January 30, 2008 which was disseminated via Canada newswire and Stockwatch.

Item 4. **Summary of Material Change**

The Issuer closed its initial public offering.

Item 5. **Full Description of Material Change**

HILL TOP RESOURCES CORP. (HIL.P), has completed its initial public offering of common shares through its agent, Canaccord Capital Corporation ("Canaccord"), on January 30, 2008. The Company issued 2,000,000 common shares for gross proceeds of $200,000. In connection with the offering, Canaccord received a commission equal to 10% of the proceeds of the offering and an administration fee. The Company expects that the common shares of the Company will be posted for trading on Tier 2 of the TSX Venture Exchange under the symbol HIL.P on January 30, 2008.

Item 6. **Reliance on subsection 7.2(2) or (3) of National Instrument 51-102**

Not applicable. This report is not being filed on a confidential basis.

Item 7. **Omitted Information**

Not applicable.

Item 8. **Executive Officer**

To obtain further information, contact Jeff Durno, Director of the Issuer at 604-669-1322

Item 9. **Date of Report**

January 30, 2008