FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 – NAME AND ADDRESS OF COMPANY

HILL TOP RESOURCES CORP (the "Company")
Suite 1600, 609 Granville Street
Vancouver, BC V7Y 1C3

ITEM 2 – DATE OF MATERIAL CHANGE

July 22, 2010

ITEM 3 – NEWS RELEASE

The Company issued a news release relating to the material change on July 22, 2010, which was disseminated to the TSX Venture Exchange and through Stockwatch and Marketnews and filed on SEDAR with the securities commissions of British Columbia and Alberta.

ITEM 4 – SUMMARY OF MATERIAL CHANGE

The Company is pleased to announce that it has closed its qualifying transaction (the "**QT**") based on TSXV conditional approval. The Company subsequently prepared and filed final materials and has obtained TSXV final acceptance for the QT, and the Company will resume trading at the opening on July 28, 2010 under the symbol "HIL".

ITEM 5 – FULL DESCRIPTION OF MATERIAL CHANGE

Please see attached News Release

ITEM 6 – RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7 – OMITTED INFORMATION

No significant information has been omitted from this form on the basis that it is confidential information.

ITEM 8 – EXECUTIVE OFFICER

The following executive officer of the Company is knowledgeable about the material change and this Report:

Mr. Kal Matharu, Chief Executive Officer – Telephone: 604-568-1558

ITEM 9 – DATE OF REPORT

July 27, 2010

HILL TOP RESOURCES CORP.
1600 – 609 Granville Street
Vancouver, BC V7Y 1C3
Tel: (604) 669-1322 Fax: (604) 669-3877

NEWS RELEASE

TSXV: HIL.P For Immediate Release

HILLTOP CLOSES QUALIFYING TRANSACTION

Vancouver, British Columbia – July 27, 2010. Hill Top Resources Corp. (the "**Company**") is pleased to announce that it has closed its qualifying transaction (the "**QT**") based on TSXV conditional approval. The Company subsequently prepared and filed final materials and has obtained TSXV final acceptance for the QT, and the Company will resume trading at the opening on July 28, 2010 under the symbol "HIL".

Details of the QT were previously announced by the Company on February 19, 2010, as updated March 25, 2010 and July 9, 2010. In summary, the QT has resulted in the Company acquiring all of the issued and outstanding shares of Tanzania Minerals Corp. ("**TMC**") through a "three-cornered" amalgamation, whereby a wholly owned subsidiary of the Company amalgamated with TMC. Through the amalgamation, shareholders of TMC received 48,332,027 common shares of the Company (inclusive of those for the Concurrent Financing, described below), and the resulting amalgamated company, possessing the assets and business of TMC, is now the Company's wholly owned operating subsidiary. As part of the Qualifying Transaction, TMC completed a concurrent private placement of common shares at a price of $0.06 per share (the "**Concurrent Financing**"), for aggregate gross proceeds of $1.1 million.

The Company now has 52,832,027 common shares issued and outstanding, of which 5,364,258 common shares will be held and released pursuant to a Value Security Escrow Agreement and an additional 2,500,000 common shares will be held and released pursuant to the Company's original CPC Escrow Agreement. The Company's Board of Directors has been reconstituted and is now comprised of Messrs. Kal Matharu, Jim Walchuck and John Icke. Mr. Matharu will also assume the office of Chief Executive Officer, and Ms. Lorilee Kozuska will be the Chief Financial Officer.

TMC's principal property is referred to as the Mrangi Gold Project. For additional information regarding the Mrangi Gold Project, please see the Company's press release dated February 19, 2010.

For further information, see the Company's Filing Statement dated July 8, 2010, which is available on SEDAR. The Company has also filed a Technical Report on the Mrangi Gold Project, entitled "Technical Report on the Gold Exploration Potential at the Mrangi Property, (PL 4439/07) Musoma District, Tanzania", which is also available on SEDAR.

For further information please contact Kal Matharu, Chief Executive Officer, at (604) 568-1558.

Neither 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.