

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

Charlotte Resources Ltd.
Suite 1680, 200 Burrard Street
Vancouver, British Columbia
Canada V6C 3L6

2. Date of Material Change

December 23, 2013

3. News Release

A news release dated December 23, 2013 was disseminated through the facilities of Marketwire.

4. Summary of Material Change

On December 23, 2013, Charlotte Resources Ltd. (CNSX: CHT) (the "Corporation") announced the appointment of Mr. Danny Lee as Chief Financial Officer.

5. Full Description of Material Change

The Corporation announced the appointment of Mr. Danny Lee as Chief Financial Officer.

Mr. Lee is a Chartered Accountant with over 18 years of professional financial experience. Mr. Lee's experience includes financial reporting for both Canadian and US listed companies with international subsidiaries, strategic planning, tax planning, corporate governance, equity financings and due diligence for acquisitions.

The Company would like to thank Brian Richardson for his contributions as CFO and wish him well in his future endeavors.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

John G. Proust, President and CEO
Tel: +1 (604) 696-9020

9. Date Of Report

January 2, 2014