51-102F3 Material Change Report

Item 1 Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

MARITIME RESOURCES CORP.
Suite 1100, 1111 Melville Street
Vancouver, B.C.
V6E 3V6

Item 2 Date of Material Change

State the date of the material change.

May 28, 2013

Item 3 News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

NR #13-04 dated May 28, 2013 was disseminated by Marketwire.

Item 4 Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

Maritime Resources Corp. is pleased to announce that the Company has received the initial independent NI 43-101 Mineral Resource Estimate for its 100% owned Green Bay Gold property near Springdale, Newfoundland. The mineral resource for the property is estimated to contain in excess of 400,000 ounces of gold in the Measured and Indicated category, using a 3 g/t cut-off grade, and in excess of 600,000 ounces in the Inferred category, also at a 3 g/t cut-off grade.

The estimate was compiled by Tetra Tech and includes all newly discovered gold mineralization resulting from the 2011 and 2012 exploration programs in addition to any un-mined deposits on the Green Bay property that remain from previous operation. The property consists of the former Hammerdown Mine (developed between 2001 and 2004), including the Rumbullion and Muddy Shag zones in the north, and the Orion deposit situated 1.5 km to the south. The effective date of the Mineral Resource Estimate is May 23, 2013.

MINERAL RESOURCE STATEMENTS FOR THE GREEN BAY, NEWFOUNDLAND PROJECT USING 3 G/T GOLD CUT-OFF GRADE

HAMMERDOWN DEPOSIT

Category	Deposit or Zone	Tonnes	Grade (g/t Au)	Gold (Ounces)
Measured	Hammerdown	157,100	12.35	62,400
	Rumbullion	45,800	11.31	16,600
	Measured Subtotal	202,900	12.12	79,000
Indicated	Hammerdown	289,300	11.71	108,900
	Rumbullion	235,300	11.00	83,200
	Indicated Subtotal	524,600	11.39	192,100
	M&I Total	**727,500**	**11.59**	**271,100**
Inferred	Hammerdown	922,000	8.13	240,900
	Rumbullion	773,000	6.46	160,600
	Muddy Shag	72,000	14.91	34,500
	Inferred Total	**1,767,000**	**7.68**	**436,000**

ORION DEPOSIT

Category	Deposit or Zone	Tonnes	Grade (g/t Au)	Gold (Ounces)
Measured	Orion	0	0	0
	Measured Subtotal	0	0	0
Indicated	Orion	1,096,500	4.47	157,500
	Indicated Subtotal	1,096,500	4.47	157,500
	M&I Total	**1,096,500**	**4.47**	**157,500**
Inferred	Orion	1,288,000	5.44	225,100
	Inferred Total	**1,288,000**	**5.44**	**225,100**

SENSITIVITY OF RESOURCES TO GRADE CUT-OFF

Resource Category	Cut-off	Deposit	Tonnes	Grade (g/t Au)	Gold (Ounces)
Measured and Indicated	2 g/t Au	HD, RM, MS	831,330	10.46	279,574
		Orion	1,581,500	3.87	196,776
	3 g/t Au	HD, RM, MS	727,460	11.59	271,072
		Orion	1,096,500	4.47	157,582
	4 g/t Au	HD, RM, MS	642,180	12.67	261,592
		Orion	630,500	5.24	106,220
	5 g/t Au	HD, RM, MS	562,760	13.82	250,048
		Orion	347,200	5.86	65,414
Inferred	2 g/t Au	HD, RM, MS	2,204,000	6.64	470,513
		Orion	1,891,000	4.52	274,803
	3 g/t Au	HD, RM, MS	1,767,000	7.68	436,304
		Orion	1,288,000	5.44	225,272
	4 g/t Au	HD, RM, MS	1,336,000	9.02	387,440
		Orion	917,000	6.18	182,201
	5 g/t Au	HD, RM, MS	1,027,000	10.39	343,066
		Orion	692,000	6.75	150,176

HD = Hammerdown **RM** = Rumbullion **MS** = Muddy Shag

1. *CIM definition standards were followed for the resource estimate.*
2. *The 2013 resource models used Ordinary Krig grade estimation within a three-dimensional block model with mineralized zones defined by wireframed solids.*
3. *A cut-off grade of 3.0 g/t Au over 1.2 metres was used for reporting resources with capping of gold grades at 125 g/t at Hammerdown and 50 g/t at Orion.*
4. *A Specific Gravity of 2.84 was applied.*
5. *Numbers may not add exactly due to rounding.*
6. *Mineral Resources, which are not mineral reserves, have not demonstrated economic viability.*
7. *The quantity and grade of reported inferred resources in this estimation are uncertain in nature and there has been insufficient exploration to define these inferred resources as an indicated or measured mineral resource and it is uncertain if further exploration will result in upgrading them to an indicated or measured mineral resource category.*
8. *A portion of the estimated resource, specifically the Hammerdown mineralization, may be located in close proximity to previously mined areas and, as such, may not be recoverable due to structural or safety concerns.*

The Resource Estimate was prepared by Todd McCracken, P. Geo. of Tetra Tech, Sudbury, ON. Mr. McCracken is a qualified person and independent of the Company, as defined by section 1.5 of NI 43-101.The mineral resource estimate is based on the combination of geological modeling, geostatistics and conventional block modeling using the Ordinary Krig method of grade interpolation. The mineral resources were estimated using a block model with parent blocks of

5m X 5m X 5 m split three times into sub-blocks. The geological model including mineralized intercepts were generated by Maritime personnel and then audited by Tetra Tech. The QAQC protocols and corresponding sample preparation and shipment procedures have been reviewed by Tetra Tech.

A technical report is being prepared and will be filed on SEDAR in the next 45 days.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Supplement the summary required under Item 4 with sufficient disclosure to enable a reader to appreciate the significance and impact of the material change without having to refer to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

Some examples of significant facts relating to the material change include: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the issuer or its subsidiaries. Specific financial forecasts would not normally be required.

Other additional disclosure may be appropriate depending on the particular situation.

Eric Norton, President and CEO, comments:

> *"We are extremely pleased to have completed this maiden Mineral Resource Estimate. The resource model is robust and incorporates all historic as well as new drilling results. The uniquely appealing aspects of this project are the high grades of the veins, the accessibility of the deposit from surface, including access to the existing underground ramp system, and excellent local infrastructure including roads, power and fresh water to the site. It is particularly satisfying to see that the overall grade of the Hammerdown deposit is relatively insensitive to the selection of the cut-off grade.*
>
> *Our exploration activity completed in 2012 demonstrated that the deposit remains open along strike, and the Company is confident that there is potential for this estimate to increase with further work. The 3D modelling that has now been completed will help guide future drill programs by highlighting strategic drill targets that can hopefully add new ounces, or upgrade resource categories."*

The Mineral Resource Estimate incorporates 724 historic drill holes from which over 16,000 gold assay samples were collected. Recent work includes over 3,700 metres of diamond drilling in 11 holes at Orion in 2011 and 2,500 metres in 16 holes drilled at Hammerdown in 2012. The 2012 exploration program also trenched and exposed 120 metres of the Rumbullion vein system at surface where 445 channel samples were taken from 37 channels cut at strict three metre intervals. Work was curtailed due to the onset of winter weather, but the veins remained robust at the eastern extremity and are available for further follow-up work and sampling.

5.2 Disclosure for Restructuring Transactions

This item applies to a material change report filed in respect of the closing of a restructuring transaction under which securities are to be changed, exchanged, issued or distributed. This item does not apply if, in respect of the transaction, your company sent an information circular to its security holders or filed a prospectus or a securities exchange takeover bid circular.

Include the disclosure for each entity that resulted from the restructuring transaction, if your company has an interest in that entity, required by section 14.2 of Form 51-102F5. You may satisfy the requirement to include this disclosure by incorporating the information by reference to another document.

INSTRUCTIONS

(i) If your company is engaged in oil and gas activities, the disclosure under Item 5 must also satisfy the requirements of Part 6 of National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities.

(ii) If you incorporate information by reference to another document, clearly identify the referenced document or any excerpt from it. Unless you have already filed the referenced document or excerpt, you must file it with the material change report. You must also disclose that the document is on SEDAR at www.sedar.com.

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

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

INSTRUCTION

Refer to subsections 7.1 (4), (5), (6) and (7) of National Instrument 51-102 concerning continuing obligations in respect of reports filed under subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

State whether any information has been omitted on the basis that it is confidential information.

NO INFORMATION HAS BEEN OMITTED.

In a separate letter to the applicable regulator or securities regulatory authority marked "Confidential" provide the reasons for your company's omission of confidential significant facts in the Report in sufficient detail to permit the applicable regulator or securities regulatory authority to determine whether to exercise its discretion to allow the omission of these significant facts.

INSTRUCTIONS

In certain circumstances where a material change has occurred and a Report has been or is about to be filed but subsection 7.1(2), (3) or (5) of National Instrument 51-102 is not or will no longer be relied upon, your company may nevertheless believe one or more significant facts otherwise required to be disclosed in the Report should remain confidential and not be disclosed or not be disclosed in full detail in the Report.

Item 8 Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

ERIC NORTON
Tel. (604) 685-5254

Item 9 Date of Report

This report is dated the **May 28, 2013**