FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Terra Firma Resources Inc.
6th Floor, 890 West Pender Street
Vancouver, BC
V6C 1J9

2. Date of Material Change

September 17, 2010

3. News Release

The news release announcing the material change was disseminated on September 22, 2010 through Marketwire. The news release was also filed with the British Columbia, Alberta, Saskatchewan and Ontario Securities Commissions on SEDAR.

4. Summary of Material Change

See news release, a copy of which is attached hereto.

5. Full Description of Material Change

See news release, a copy of which is attached hereto.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Paul Pedersen, President
604.681.5566

9. Date of Report

September 22, 2010

For Immediate Release September 22, 2010

NEWS RELEASE

Terra Firma provides update on Restigouche Uranium Property

Vancouver, BC - Terra Firma Resources Inc. (TSX-V: TFR) (the "Company") today provided an update respecting its Restigouche Property, which is located in the Gaspé region of Quebec and is comprised of 3,227 hectares over 58 mineral claims prospective for uranium. The Company has the right to earn a 100% interest in the property (subject to a 2% royalty) by making an aggregate of $750,000 in exploration expenditures on the property and issuing an aggregate of 750,000 shares to the optionor, La Grande Coulee Inc. ("Grande Coulee").

The 58 claims are held separate three exploration groups, the Mann Block, the Rachelle Block and the Cross Point Block. The Company has received notice from the Department of Indian and Northern Affairs Canada that the Department has purchased lands at Point-a-la-Croix, Quebec, which lands include the five mineral claims covering 220.14 hectares and forming the Cross Point Block on the Restigouche Property. The Department has advised the Company that the lands will be added to the Listuguj Reserve for residential, communal and economic purposes, and accordingly the Company is now required to obtain prior written authorization before accessing the lands for any prospecting or exploration work. The Company intends to re-start exploration on the Restigouche Property, including the Cross Point Block, in spring 2011, and will ensure that all exploration is conducted in accordance with the Department's requirements.

About the Company

Terra Firma Resources Inc. is a mineral exploration company headquartered in Vancouver, British Columbia. The Company's objective is to develop a balanced portfolio of properties through a combination of grassroots prospecting, property acquisition and the formation of strategic relationships.

If you are not currently on the **Terra Firma Resources Inc**. updates list, please send in your email address to info@terrafirmaresources.com or call 604.681.5566. The Company will send out regular updates and news releases to everyone who asks to be on the list. For further information contact the Company at its website: www.terrafirmaresources.com. For further information about the Company, please refer to the Company's filings on SEDAR (www.sedar.com) or contact Brian Buchanan, a director of the Company, by telephone at 604.681.5566.

ON BEHALF OF THE BOARD,
Paul Pedersen, President and Director

Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the Company's actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. Such factors include, but are not limited to: uncertainties related to the ability of the Company to obtain or maintain an interest in the Restigouche Property or any other mineral property, changes in economic conditions or financial markets; changes in prices for mineral products or increases in costs; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; technological or operational difficulties or inability to obtain permits encountered in connection with exploration activities; and labour relations matters.

This list is not exhaustive of the factors that may affect our forward-looking information. These and other factors should be considered carefully and readers should not place undue reliance on such forward-looking information. Except as required by law, the Company disclaims any intention or obligation to update or revise forward-looking information, whether as a result of new information, future events or otherwise.