

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

**Item 1 Name and Address of Company**

Terra Firma Resources Inc. (the "Company")  
6<sup>th</sup> Floor, 890 West Pender Street  
Vancouver, BC V6C 1J9

**Item 2 Date of Material Change**

July 8, 2013

**Item 3 News Release**

The news release was disseminated through Stockwatch and Market News.

**Item 4 Summary of Material Change**

The Company held its annual and special meeting of the security holders today.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

See attached News Release.

*5.2 Disclosure for Restructuring Transactions*

N/A

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

N/A

**Item 7 Omitted Information**

None

**Item 8 Executive Officer**

Brian Buchanan, President and Director, (604) 687-2580

**Item 9 Date of Report**

July 8, 2013

**TERRA FIRMA RESOURCES INC.**  
6th Floor, 890 West Pender Street  
Vancouver, British Columbia V6C 1J9

July 8, 2013

TSX-V: TFR

**Terra Firma Annual & Special Meeting**

Terra Firma Resources Inc. ("TFR" or the "Company") (TFR—TSX Venture) held its annual and special meeting (the "Meeting") of the security holders today. At the Meeting, the size of the board of directors was decreased to three and Tanveer Ali, Brian Buchanan and Gregory Thomson were elected to the board. Shareholders approved the auditors, their remuneration, the stock option plan, the transaction with TAD Mineral Exploration Inc. and the creation of a new control person.

After the Meeting, the Board appointed Tanveer Ali as the Company's president, secretary and interim CFO.

ON BEHALF OF THE BOARD OF DIRECTORS

*"Tanveer Ali"*

Tanveer Ali  
President, CFO, Secretary and Director  
Terra Firma Resources Inc.

**For additional information please contact: Mr. Ali**  
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