51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Terra Firma Resources Inc. (the “Company”)
Suite 1470 – 701 West Georgia Street
Vancouver, BC V7Y 1C6

Item 2 Date of Material Change

August 8, 2013 and August 14, 2013

Item 3 News Release

The news releases were disseminated through Stockwatch and Market News.

Item 4 Summary of Material Change

On August 8, 2013, the Company announced that it was proposing a non-brokered private placement consisting of 15,000,000 units at $0.02. On August 14, 2013, the Company cancelled the private placement announced on August 8, 2013 and announced a new private placement consisting of 20,000,000 units at $0.015.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached News Releases.

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

Tanveer Ali, President and Director, (604) 687-2580

Item 9 Date of Report

August 15, 2013

TERRA FIRMA RESOURCES INC.
Suite 1470 – 701 West Georgia Street Vancouver, BC V7Y 1C6

August 8, 2013

TSX-V: TFR

Proposes private placement

Terra Firma Resources Inc. (“TFR” or the "Company") (TFR—TSX Venture) wishes to announce that it is proposing a non-brokered private placement to raise proceeds of up to $300,000. The placement will consist of 15,000,000 shares at .02 and 15,000,000 transferable share purchase warrants. The share purchase warrants will be exercisable at a price of $0.05 for a period of 5 years from closing (the “Offering”), subject to approval of the TSX Venture Exchange (the “TSXV”).

The Offering is being conducted in accordance with the TSXV Bulletin dated August 17, 2012 regarding Private Placements – Temporary Relief from Certain Pricing Requirements as amended on December 12, 2012, and as further amended on April 12, 2103. Also in reference to the TSXV bulletin dated August 7, 2013. Proceeds of the Offering are expected to be used towards payment of outstanding payables. A finder’s fee may be paid in accordance with TSXV Policy.

ON BEHALF OF THE BOARD OF DIRECTORS

“*James Nelson*”

James Nelson, Director

Terra Firma Resources Inc.

For additional information please contact:
Tel: 604 646 6910

E-mail: terrafirmarinfo@gmail.com

TERRA FIRMA RESOURCES INC.
Suite 1470 – 701 West Georgia Street Vancouver, BC V7Y 1C6

August 14, 2013

TSX-V: TFR

Proposes private placement

Terra Firma Resources Inc. ("TFR" or the "Company") (TFR—TSX Venture) wishes to announce that it is proposing a non-brokered private placement to raise proceeds of up to $300,000. The placement will consist of 20,000,000 shares at .015 and 20,000,000 transferable share purchase warrants. The share purchase warrants will be exercisable at a price of $0.05 for a period of 5 years from closing (the "Offering"), subject to approval of the TSX Venture Exchange (the "TSXV").

The Offering is being conducted in accordance with the TSXV Bulletin dated August 17, 2012 regarding Private Placements – Temporary Relief from Certain Pricing Requirements as amended on December 12, 2012, and as further amended on April 12, 2103. Also in reference to the TSXV bulletin dated August 7, 2013. Proceeds of the Offering are expected to be used towards payment of outstanding payables. A finder's fee may be paid in accordance with TSXV Policy.

The company is canceling the previously announced proposed placement announced date August 8, 2013.

ON BEHALF OF THE BOARD OF DIRECTORS

"*James Nelson*"

James Nelson, Director

Terra Firma Resources Inc.

For additional information please contact:
Tel: 604 646 6910

E-mail: terrafirmarinfo@gmail.com