FORM 51–102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102

Item 1 Name and Address of Company

Central Resources Corp. (the "Company")
510-1199 West Pender Street
Vancouver, British Columbia
V6E 2R1

Item 2 Date of Material Change

July 12, 2013

Item 3 News Release

A news release was issued by the Company through newswire services on July 12, 2013.

Item 4 Summary of Material Change

The Company has consolidated its common shares on the basis of one (1) post-consolidated common share (the "**Post-Consolidation Shares**") for every three (3) pre-consolidated common shares held (the "**Consolidation**"). The new CUSIP number will be 15505Q209 and the new ISIN number will be CA15505Q2099. The Company's name and stock symbol will remain unchanged following the Consolidation.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company has consolidated its common shares on the basis of one (1) post-consolidated common share for every three (3) pre-consolidated common shares held. The new CUSIP number will be 15505Q209 and the new ISIN number will be CA15505Q2099. The Company's name and stock symbol will remain unchanged following the Consolidation.

The Consolidation was approved by the Company's shareholders by way of written consent in accordance with the policies of the TSX Venture Exchange. Prior to the Consolidation, the Company had 45,351,000 common shares issued and outstanding and immediately following the Consolidation has approximately 15,117,000 common shares issued and outstanding. The exact number of post-consolidated shares will vary depending on the treatment of fractional shares which will occur when each shareholder's holdings in the Company are consolidated.

A letter of transmittal with respect to the Consolidation is being mailed to all registered shareholders of the Company as at July 12, 2013. All registered shareholders will be required to send their respective certificates representing the pre-consolidated common shares along with a properly executed letter of transmittal to the Company's transfer agent, Equity Financial Trust Company ("**Equity**"), all in accordance with the instructions provided in the letter of transmittal. All shareholders who submit a duly completed letter of transmittal, along with their respective pre-consolidated common share certificate(s) to Equity, will receive a post-consolidated common share certificate representing the new number of post-consolidated common shares held by such shareholder.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Paul Reynolds
President and CEO
Central Resources Corp.
Tel: 604-630-3731
Email: info@centralres.ca

Item 9 Date of Report

July 16, 2013.