FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

AURACLE RESOURCES LTD.
#302 – 675 W. Hastings Street
Vancouver, BC V6B 1N2

Item 2 Date of Material Change

November 29, 2010

Item 3 News Release

The news release dated November 29, 2010 was issued in Vancouver, BC, and disseminated through Canada Stockwatch and Market News.

Item 4 Summary of Material Change

Non-Brokered Private Placement

The Company has arranged a non-brokered private placement of 10,315,000 units in the capital stock of the Company, at a price of $0.20 per Unit.

Brokered Private Placement

The Company has arranged a brokered private placement of 6,400,000 subscription receipts for proceeds to the Company of $1,280,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Non-Brokered Private Placement

The Company has arranged a non-brokered private placement of 10,315,000 units (the "Units") in the capital stock of the Company, at a price of $0.20 per Unit, each Unit consisting of one Share and one share purchase warrant ("Warrant"). Each Warrant will entitle the holder to acquire one additional Share of the Company at a price of $0.30 per Share until November 25, 2011. The Company realized $2,063,000 on closing of this private placement and paid a finder's fee of $60,000 and 500,000 Agent's Warrants to Haywood Securities Inc. for introducing certain of the placees to the Company.

Elgin, one of the subscribers of the Units, acquired 10,000,000 Units. These Shares, any Shares issued to Elgin on exercise of the Warrants, and the 1,800,000 escrow transfer shares held by Elgin pursuant to the Escrow Share Transfer described above, will result in Elgin holding 35.31% in the Company's issued and outstanding share capital after the closing of the brokered private placement disclosed below if no Warrants are exercised.

Brokered Private Placement

The Company has arranged a brokered private placement of 6,400,000 subscription receipts ("Subscription Receipts") for proceeds to the Company of $1,280,000. Each Subscription Receipt is exercisable, for no additional consideration, into one unit ("Unit") of the Company comprised of one Share and one Warrant. Each Warrant entitles the holder to acquire one Share ("Warrant Share") of the Company until November 26, 2011 at a price of $0.30 per Warrant Share.

MOI Escrow Services Ltd. will act as Escrow Agent (the "Agent") for the Subscription Receipts offering. Upon the date the Subscription Receipts are exercised the Company will pay the Agent a commission equal to 8% of the gross proceeds from the sale of Subscription Receipts. In addition, the Agent will receive that number of Agent's Warrants as is equal to 10% of the aggregate number of Subscription Receipts sold. Each Agent's Warrant will entitle the Agent to purchase one Unit until November 26, 2012 at a price of $0.20 per Unit. The Agent also received a corporate finance fee of 200,000 Shares at closing, and a work fee of $15,000 (plus applicable taxes).

In addition to the above, the Company will pay an introduction fee to Zuri-Invest A.G. of Zurich, Switzerland of $32,000, being 8% of the gross proceeds received by the Company in connection with one of the subscribers to the private placement, upon the date the Subscription Receipts are exercised. The Company also paid the sum of $4,000 to the Agent in consideration of the introduction to Zuri-Invest A.G.

The proceeds from the brokered and non-brokered private placements will be used primarily to finance exploration of the Company's Mexican Hat Property, located in Arizona, and for general working capital purposes

5.2 Disclosure for Restructuring Transactions

N/A.

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

Confidentiality is not requested.

Item 7 Omitted Information

No information has been omitted in respect of the material change.

Item 8 Executive Officer

Robin Forshaw
Chief Executive Officer Telephone: (604) 899-0106

Item 9 Date of Report

December 16, 2010