FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

Auracle Resources Ltd.
302 – 675 West Hastings Street
Vancouver, BC V6B 1N2

Item 2 **Date of Material Change**

August 16, 2013

Item 3 **News Release**

The news release dated August 16, 2013 was issued in Vancouver, BC, and disseminated through Canadian News Wire and Market News.

Item 4 **Summary of Material Change**

Vancouver, B.C., August 30, 2012 – Auracle Resources Ltd. (TSX-V: AAL) (the "Issuer") announced clarification and restatement of disclosure and statements relating to historic resource estimates on its Mexican Hat property.

Item 5 **Full Description of Material Change**

5.1 Full Description of Material Change

By news release dated August 16, 2013, the Issuer announced previous disclosures relating to historic estimates on its Mexican Hat property were retracted. Additionally, the Issuer clarified that there are no current NI 43-101 compliant mineral resources or mineral reserve estimates for the Mexican Hat property. While a 1990, PD report noted a resource estimate of approximately 156,000 ounces gold from 5,769,000 tons grading 0.027 ounces per ton with a cut-off of 0.01 ounces per ton, this historical resource does not provide any increased probability that new discoveries will be made or that new discoveries can be economically developed. A qualified person has not done sufficient work to classify the historical estimate at Mexican Hat as current mineral resources, and the company is not treating the historical estimate as current mineral resources, but considers them important as a guide to future work on the property. Auracle will need to engage a third party to assess the past work programs, both historic and those completed by Auracle, in order to design a systematic exploration program planned to confirm the data generated thus far and identify additional exploration targets.

The most recent technical report on the Mexican Hat property by James W McLeod, P. Geo., dated May 2011, did not support the Company's prior disclosure of historic estimates. Upon review of the Placer Dome May 1990 report and the Company's re-statement of the Mexican Hat historic resource estimate, the company intends to re-file its technical report on the Mexican Hat property, which will include a detailed review of the historic resource estimate.

Disclosures made as mentioned above fail to name the qualified person who prepared and supervised the preparation of the technical information. For these previous disclosures, George Nicholson, P. Geo. acted as the Company's Qualified Person. Mr. Nicolson has been a founder and Independent Director of Auracle Resources Ltd.

Additionally, similar comments made in the Company's marketing materials. The Company's fact sheet as posted on Auracle's website contains non-compliant disclosure about a 300,000 historical estimate and that Auracle is working to expand and develop its historic resource.. For reasons as mentioned pertaining to the October 12, 2012 press release, and because the Company is not currently working on developing the resource, it also retracts the statements in previous marketing materials

In the Company's MD & A for the year ending January 31, 2013 and for Three Months Ending April 30, 2013, information also refers to a 1990 Placer Dome USA, or PDI statement as "inferred resource of 154,000 ounces of gold with a near surface geological inferred resource of 300,000 ounces gold. Similarly, this disclosure is not compliant with requirements of NI 43-101 in that the quoted statement does not clearly define this as an historical estimate, it omits required language referring to relevance and reliability, key assumptions, parameters and methods, cautionary language, and fixed grade values. As indicated above, the company retracted the 300,000-ounce quantity. Auracle Resources will amend its MD & A for the periods mentioned above for review on its website and SEDAR.

The Issuer also announced that at its Annual General Meeting held on April 19, 2013 Mr. Alaudin Sachedina and Mr. George Nicholson resigned as directors. Mr. Richard Simpson was not re-elected to serve as a director.

5.2 Disclosure for Restructuring Transactions

N/A.

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

Confidentiality is not requested.

Item 7 <u>Omitted Information</u>

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

Item 8 <u>Executive Officer</u>

Robin Forshaw, President and CEO
Tel (604) 682 - 1845

Item 9 <u>Date of Report</u>

August 23, 2013