FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. **Reporting Issuer**

China Green Star Agricultural Corporation
100 King Street West
Suite 5700
Toronto, Ontario M5X 1C7

ITEM 2. **Date of Material Change**

August 8, 2012.

ITEM 3. **Press Releases**

The press release in the form of Schedule A attached hereto was disseminated on August 10, 2012 via Marketwire news service.

ITEM 4. **Summary of Material Change**

China Green Star Agricultural Corporation announced that it has accepted the resignation of Mr. Paul Marsiglio from the board of directors and the audit committee.

ITEM 5. **Full Description of Material Change**

See Schedule A attached.

ITEM 6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

ITEM 7. **Omitted Information**

Not applicable.

ITEM 8. **Executive Officer**

The following officer of the Company may be contacted with any questions:

Michael Lam, Chief Financial Officer
Telephone (416) 849-3858

ITEM 9. **Date of Report**

This report is dated this 17th day of August, 2012.

Schedule A

GREEN STAR ANNOUNCES DIRECTOR RESIGNATION

Toronto, Ontario – August 10, 2012 – China Green Star Agricultural Corporation (TSXV: GRE) ("**Green Star**") announced today that it has accepted the resignation of Mr. Paul Marsiglio from the board of directors and the audit committee.

"We would like to express our sincere thanks to Paul," said Mr. Guan Lianyun, Chairman of Green Star. "He has made significant contributions to the Company as a director and as chair of the audit committee."

About Green Star

Green Star operates two main divisions, agricultural and food processing. The agricultural division is involved in the cultivation and harvesting of agricultural products such as fresh fruit and vegetables, for sale either directly as fresh fruit and vegetables or canned, and sold overseas and domestically. The food processing division is primarily involved in the manufacturing of canned food which includes canned tomato paste, canned boiled bamboo shoots, canned oranges, canned peaches and various other types of fruits and vegetables.

The Corporation has been operating for over 18 years, and has focused on maintaining product and reputational excellence and a high standard of food quality, through the application of science and technology in production, quality control and assurance, business operations and management. Key assets include a well established management team, modern production facilities, and a close partnership with local farmers.

China Green Star Agricultural Corp. is listed on the TSX Venture Exchange under the symbol "GRE".

For more information on the Company, please visit our web site at www.cgsac.com.

For more information:

Green Star Agricultural Corp.
Michael Lam
Chief Financial Officer
416 849 3858