FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

CLEAR MOUNTAIN RESOURCES CORP. ("Clear Mountain" or the **"Company")**
Suite 1220-1111 Melville Street
Vancouver, BC
V6E 3V6

Item 2 Date of Material Change

April 23, 2013

Item 3 News Release

News release dated April 23, 2013 disseminated through Stockwatch and Baystreet.

Item 4 Summary of Material Change

The Company announces appointment of Mr. Richard Barth as the Company's new President and Chief Executive Officer.

Item 5 Full Description of Material Change

See attached News Release.

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Inquiries in respect of the material change referred to herein may be made to:

Richard Barth
President, Chief Executive Officer and Director
Clear Mountain Resources Corp.
Telephone: 604-566-9556

Item 9 Date of Report

April 23, 2013

Clear Mountain Resources Corp.
Suite 1220-1111 Melville Street
Vancouver, BC
V6E 3V6
Telephone: 604-566-9556

Clear Mountain Announces Appointment of Mr. Richard Barth as New President and Chief Executive Officer

Vancouver, British Columbia – April 23, 2013 – Clear Mountain Resources Corp. ("**Clear Mountain**" or the "**Company**") (TSX-V: CY) is pleased to announce the appointment of Mr. Richard Barth, who recently joined the Company's Board of Directors, as the Company's President and Chief Executive Officer.

Mr. Barth has over fourteen years of international financial advisory experience at firms including Goldman Sachs and HSBC Securities. With a focus in both natural resources and investment markets, he has extensive international experience having worked in Canada, Singapore, the United Kingdom and the United States. Over the course of Mr. Barth's career he has negotiated and structured both public and private equity and debt financings involving natural resource companies, personally placing over $250 million in transactions exceeding $3 billion. In addition, Mr. Barth has managed and executed advisory engagements involving business and securities valuations exceeding $50 billion in value for fairness and solvency opinions, financings, mergers and acquisitions and financial reporting/tax matters. Mr. Barth holds an MBA from The Richard Ivey School of Business at the University of Western Ontario.

Mr. Barth replaces Mr. Morris, who has resigned as the President and Chief Executive Officer of the Company, but remains on the Board of Directors. The Board thanks Mr. Morris for his contributions to the Company in his capacity as President and Chief Executive Officer.

About Clear Mountain

Clear Mountain is a mineral exploration and development company. Its principal asset is the Owl Creek Project, comprised of 12 tenures totalling approximately 4,121 hectares located within the Lillooet Mining Division, 8.5 km northeast of Pemberton, British Columbia. Clear Mountain has an option to acquire the Owl Creek Project in stages by way of an option agreement from October 30, 2010 to the third anniversary of the date of the Offering. Clear Mountain's goal is to build a diversified portfolio of natural resource projects.

For further information, please contact:

Richard Barth
President and Chief Executive Officer
T: (604) 566-9556
rbarth@clearmountainresources.com