

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

Gold Reach Resources Ltd  
#888 – 700 West Georgia Street  
Vancouver, B.C. V7Y 1G5  
Telephone: 604-718-5454  
Facsimile: 604-662-3791

**Item 2: Date of Material Change**

December 5, 2017

**Item 3: News Release**

The news release was disseminated on December 5, 2017 through Stockwatch and filed on SEDAR.

**Item 4: Summary of Material Change**

**GOLD REACH CLOSES \$800,000 NON-BROKERED STRATEGIC PRIVATE PLACEMENT**

**Item 5: Full Description of Material Change**

Gold Reach Resources Ltd. (the “Company”) (TSX-V:GRV) has completed a non-brokered private placement and has issued 6,666,667 units at a purchase price of \$0.12 per unit for gross proceeds of \$800,000.

Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to acquire an additional common share of the Company at an exercise price of \$0.15 per share for a period of 3 years from the closing date of the private placement.

The majority of the financing has been taken by experienced mine industry investors based in Switzerland, the United Kingdom, and Canada, with Gold Reach insiders taking a total of \$52,960. In addition, a key mining investment fund has provided Gold Reach with a non-binding Letter of Financial Support for future acquisitions and property development, subject to due diligence, satisfactory commercial terms, and other conditions. Gold Reach is extremely pleased to have completed this financing with investors that have a strong track record of success in the mining industry.

The proceeds of the financing will be used for exploration and general working capital. In compliance with Canadian securities laws, all of the securities issued in connection with this closing are subject to a hold period expiring on April 6, 2018. The Company paid finder’s fees of \$54,000 cash and 450,000 warrants.

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## About Gold Reach Resources

Gold Reach Resources owns a 100% interest in the Ootsa Property, an advanced stage exploration project containing the East Seel, West Seel and Ox porphyry deposits located adjacent to the open pit Huckleberry copper mine. The property contains NI 43-101 compliant resources of 224 million tonnes in the Measured and Indicated categories with contained metals of 1.1 billion pounds of copper and 1 million ounces of gold as summarized in the table below.

Ootsa Project Pit Constrained Mineral Resource Estimate at \$8.50/t NSR Cut-off Value

Category	Tonnes ('000's)	CuEq %	Cu %	Au g/t	Mo %	Ag g/t	CuEq M lbs	Cu M lbs	Au K oz	Mo M lbs	Ag K oz
Measured	187,148	0.38	0.23	0.15	0.021	2.8	1,568	934	916	85	17,089
Indicated	37,041	0.35	0.21	0.12	0.023	2.8	286	175	146	19	3,368
<b>M&amp;I</b>	<b>224,189</b>	<b>0.37</b>	<b>0.22</b>	<b>0.15</b>	<b>0.021</b>	<b>2.8</b>	<b>1,854</b>	<b>1,109</b>	<b>1,062</b>	<b>104</b>	<b>20,457</b>

On February 9, 2016, the Company announced a positive Preliminary Economic Assessment (PEA) for the Ootsa Property with potential for **low capital cost, low risk** and **rapid pay back** utilizing existing infrastructure in the district with a contract mining and toll milling scenario. The study recommends that Gold Reach continue to advance the Ootsa Project with extended and advanced technical studies with the intention of moving the project toward a production decision.

*The current technical report supporting the resource statement and PEA is available on SEDAR or the Company's website at [www.goldreachresources.com](http://www.goldreachresources.com) and has an effective date of January 2016. The resource estimate uses \$8.50 per tonne NSR cut-off value. Mineral resources are not mineral reserves and by definition do not demonstrate economic viability. There is no certainty that all or any part of the mineral resource will be converted into mineral reserves. A 'Measured Mineral Resource' is that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support production planning and evaluation of the economic viability of the deposit. An 'Indicated Mineral Resource' is that part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. Copper Equivalent (CuEq) calculations are based on base case metal price (US\$3/lb Cu, US\$1260/oz Au, US\$10.30/lb Mo, and US\$17/oz Ag) and process recovery assumptions, and take into account smelter payable rates and refining costs. M&I = measured and indicated. The resource update and Preliminary Economic Assessment was completed by P&E Mining Consultants Inc. in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects.*

Dr. Shane Ebert P.Geo., is the Qualified Person for the Ootsa project as defined by National Instrument 43-101 and has approved the technical disclosure contained in this news release.

### Item 6: Reliance on subsection 71(2) of National Instrument 51-102

N/A

### Item 7: Omitted Information

N/A

**Item 8: Executive Officer**

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Shane Ebert  
Telephone: 604-718-5454

**Item 9: Date of Report**

December 5, 2017