

Form 51-102F3
Material Change Report

Item 1. Reporting Issuer

REMSTAR RESOURCES LTD.
507 – 700 West Pender Street
Vancouver, BC V6C 1G8
Telephone: (604) 669-9788

Item 2. Date of Material Change

January 21, 2014

Item 3. Press Release

Issued on January 21, 2014 at Vancouver, British Columbia, Canada and disseminated through Stockwatch and Baystreet.

Item 4. Summary of Material Change

Vancouver, B.C., January 21, 2014 – Remstar Resources Ltd. (TSX-V: REM; Frankfurt: W2U; WKN: A0HM01) is pleased to announce that it has entered into an agreement with Anstag Mining Inc. dated January 8, 2014, pursuant to which the Company has been granted an option to acquire a 100% interest in the Rushton Lake Gold Project (the “Property”). The Property covers an area of ~1889hectares and is situated ~6.7km SW of Remstar’s Wildnest Gold Project in central Saskatchewan. Under the terms of the agreement, Remstar can earn a 100% interest by issuing 4,000,000 common shares, paying an aggregate of \$300,000 over 42 months and incurring \$3,500,000 in exploration expenditures over the next four years. The claim is subject to a 1% NSR, which can be purchased at any time by the Company for \$1,000,000. This transaction is subject to acceptance for filing by the TSX Venture Exchange.

Item 5. Full Description of Material Change

See attached press release.

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

N/A

Item 7. Omitted Information

None

Item 8. Senior Officers

The following senior officers of the Issuer are knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

Marc Levy
CEO
(604) 669-5778 ext. 105

Item 9. Date of Report January 21, 2014

REMSTAR RESOURCES LTD.

Suite 507 - 700 West Pender Street
Vancouver, British Columbia
V6C 1G8

REMSTAR ACQUIRES RUSHTON LAKE GOLD PROJECT, EXPANDS HOLDING IN WILDNEST GOLD CAMP

January 21, 2014 - Remstar Resources Ltd. (TSX-V: REM; Frankfurt: W2U; WKN: A0HM01) ("Remstar" or "the Company") is pleased to announce that it has entered into an agreement with Anstarg Mining Inc. dated January 8, 2014, pursuant to which the Company has been granted an option to acquire a 100% interest in the Rushton Lake Gold Project (the "Property"). The Property covers an area of ~1889 hectares and is situated ~6.7km SW of Remstar's Wildnest Gold Project in central Saskatchewan. Under the terms of the agreement, Remstar can earn a 100% interest by issuing 4,000,000 common shares, paying an aggregate of \$300,000 over 42 months and incurring \$3,500,000 in exploration expenditures over the next four years. The claim is subject to a 1% NSR, which can be purchased at any time by the Company for \$1,000,000. This transaction is subject to acceptance for filing by the TSX Venture Exchange.

In 2008, Murgor Resources Inc. completed VTEM survey of the Rushton Lake project (as part of the Flin-D Project) and 30 Hz EM data was subsequently interpreted by Condor Consulting Inc. (Daniel Sattel PhD. Geophysics and Ken Witherly AIPG.) The 2063 line survey was performed with 200m line spacing and with an average EM bird height of 40m. The magnetometer was mounted in a separate bird flown at an average height of 62m above ground. The Rushton Lake block warranted particular scrutiny and was surveyed with a perpendicular grid. The principal task of the survey was to identify targets which could be zones of polymetallic VMS-style mineralization analogous to the Flin Flon or Triple 7 deposits. The expected geophysical target based on knowledge of the local deposits in the Flin Flon District (the Fon and Abbott Lake Deposits) would be features of moderate to strong conductance with possible magnetic association. Based on local examples, zones of economic mineralization may also be found as discrete zones or as part of longer, formational style trends. The Condor interpretation identified no less than 8 discrete anomalies, seven high and one medium priority, as summarized in the table below.

Condor Interpretation Target Zones, 2008 Sattel & Witherly

Target Zone	Strike	Mag High	Formational	Comments	Priority
2	Short	Yes	Partly	discrete conductors next to and part of formational conductors	High
3	Short	Yes	No	discrete, strong conductors	High
4	Short	Partial	No	discrete conductors	High
6	Short	No	No	discrete, strong conductors possibly extension of formational conductor	High
7	Long	Partial	Partly	discrete, strong conductors possibly extension of formational conductor	High
8	Short	No	Possibly	discrete, strong conductors	High
9	Long	Yes		discrete, strong conductors	High
10	Short	Yes	Yes	conductors within formational conductor	Medium

Marc Levy, President & CEO of Remstar, commented: "With this acquisition, the Company has expanded its Wildnest land position and added 8 new potential drill targets in this highly prospective corridor and now controls

over 7,000 hectares. We look forward to advancing this project in the near term and increasing shareholder value.”

The Company is currently designing an aggressive drill program to confirm and expand known mineralization at Wildnest. Evaluation of preliminary drilling by Hudson Bay Exploration and Development Co. Ltd. (now Hudbay Minerals Inc.) and Mingold Resources Inc. in the mid 1980’s defined a historical reserve of 660,000 tons grading 0.10 oz/ton Au to a depth of 400 feet (down dip), this being equivalent to roughly 66,000oz Au, with the best drill-hole grading 0.619oz Au/ton over 21ft (285-30ft), including an interval grading 1.36oz Au/ton over 10ft.*

* Peter Born, P.Geo., the Company’s Qualified Person, has neither reviewed the original Wildnest drilling data or reserve calculations. A qualified person has not done sufficient work to classify the historical estimate as current mineral resources, the issuer is not treating the historical estimate as current mineral resources. Geological and exploration information contained in this release is derived from sources believed to be credible.

ON BEHALF OF THE BOARD OF DIRECTORS,
REMSTAR RESOURCES LTD.

“Marc E. Levy”

Marc E. Levy
President & CEO

For more information contact the Company at:

Telephone: (604) 669-9788

Facsimile: (604) 669-9768

The information contained herein may contain "forward-looking statements" within the meaning of applicable securities legislation. Forward-looking statements relate to information that is based on assumptions of management, forecasts of future results, and estimates of amounts not yet determinable. Any statements that express predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance are not statements of historical fact and may be "forward-looking statements."

Forward-looking statements may involve risks and uncertainties such as the risk that the closing may not occur for any reason. The results or events predicted in these statements may differ materially from actual results or events. Factors that might cause a difference include, but are not limited to, the inability of the parties to consummate the definitive agreement, fluctuation of mineral prices, the state of the financial markets, financing requirements and the refusal of the Exchange to accept the proposed transaction for any reason whatsoever and other factors. There can be no assurance that any statements of forward-looking information contained in this release will prove to be accurate. Actual results and future events could differ materially from those anticipated in such statements. These and all subsequent written and oral statements containing forward-looking information are based on the estimates and opinions of management on the dates they are made and expressly qualified in their entirety by this notice. Unless otherwise required by applicable securities laws, Remstar disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on any statements of forward-looking information that speak only as of the date of this release. More detailed information about potential factors that could affect Remstar’s financial and business results is included in public documents the Company files from time to time with Canadian securities regulatory authorities and which are available at www.sedar.com.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. We seek Safe Harbor.