

**Form 51-102F3**  
***Material Change Report***

**MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102**

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL".

Item 1. Name and Address of Company

Remstar Resources Ltd. (the "Company")  
Suite 507 - 700 West Pender Street  
Vancouver, B.C.  
V6C 1G8

Item 2. Date of Material Change

January 23, 2014

Item 3. News Release

The news release was disseminated through TSX, BC Securities Commission, Alberta Securities Commission, Stockwatch and Market News.

Item 4. Summary of Material Change

Remstar Resources Ltd. (TSX-V:REM) ("Remstar" or the "Company") is pleased to announce that on January 23, 2014, the TSX Venture Exchange accepted for filing the previously announced option agreement ("Agreement") with an arms' length vendor, (see news release dated January 21, 2014), to earn a 100% interest in the Rushton Lake Gold Property (the "Property"). Under the Agreement, Remstar will issue 4,000,000 common shares of the Company to the vendor upon closing, pay an aggregate of \$300,000 over 42 months and incur \$3,500,000 in exploration expenditures over the next four years. The Property is subject to a 1% NSR, which can be purchased at any time by the Company for \$1,000,000.

Item 5. Full Description of Material Change

Remstar Resources Ltd. (TSX-V:REM) ("Remstar" or the "Company") is pleased to announce that on January 23, 2014, the TSX Venture Exchange accepted for filing the previously announced option agreement ("Agreement") with an arms' length vendor, (see news release dated January 21, 2014), to earn a 100% interest in the Rushton Lake Gold Property (the "Property"). Under the Agreement, Remstar will issue 4,000,000 common shares of the Company to the vendor upon closing, pay an aggregate of \$300,000 over 42 months and incur

\$3,500,000 in exploration expenditures over the next four years. The Property is subject to a 1% NSR, which can be purchased at any time by the Company for \$1,000,000.

The Property covers an area of ~1889 hectares and is situated ~6.7km SW of Remstar's Wildnest Gold Project in central Saskatchewan.

In accordance with applicable securities laws, the common shares of the Company to be issued under the Agreement will be subject to a four month hold period.

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

Nothing in this form is required to be maintained on a confidential basis.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

Marc E. Levy, President & C.E.O.  
Phone: (604) 669-9788 ext. 105

Item 9. Date of Report

Dated at Vancouver, B.C., this 29<sup>th</sup> day of January, 2014.

By: Remstar Resources Ltd.

*"Marc E. Levy"*

Marc E. Levy, President and CEO