

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

Talmora Diamond Inc.
6 Willowood Court
Toronto, Ontario
M2J 2M3

Item 2 **Date of Material Change**

July 3, 2012

Item 3 **News Release**

The press release was released over Marketwire on July 3, 2012

Item 4 **Summary of Material Change**

The material change is described in the press release

Item 5 **Full Description of Material Change**
**TALMORA DIAMOND ISSUES OPTIONS FOR DIRECTORS AND OFFICERS
AND ANNUAL GENERAL MEETING**

The material change is described in the press release

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

Not applicable.

Item 7 **Omitted Information**

Not applicable.

Item 8 **Executive Officer**

Raymond Davies
President & CEO
Talmora Diamond Inc.
Telephone 416-491-6771

Item 9 **Date of Report**

July 3, 2012