

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Curlew Lake Resources Inc. (the "Company")
Suite 303, 595 Howe Street
Vancouver, B.C. V6C 2T5

Item 2 Date of Material Change:

July 10, 2012

Item 3 News Release

July 10, 2012 disseminated through Marketwire and SEDAR filed.

Item 4 Summary of Material Change

On July 10, 2012 the Company appointed Huitt Tracey to the Board of Directors, to take the place of David McKee, who resigned on that day.

See Item 5 below for further particulars.

Item 5 Full Description of Material Change

See attached News Release dated July 10, 2012 for full particulars.

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

N/A

Item 7 Omitted Information

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

Item 8 Executive Officer:

Robert Kramer, Chief Financial Officer and Secretary
Phone: (604) 718-2800 (ext 311)

Item 9 Date of Report

DATED this 10th day of July, 2012.

SIGNED: *Robert Kramer*

Per:

Robert Kramer, CFO & Secretary



**Suite303, 595 Howe Street
Vancouver, B.C. V6C 2T5
Phone: (604) 718-2800 Fax: (604) 718-2808**

NEWS RELEASE

Curlew Lake Announces Change to Board of Directors

Vancouver, B.C. **July 10, 2012** – Curlew Lake Resources Inc. (TSX-V: **CWQ**) (OTC Pink: **CWLXF**) announces that Huitt Tracey has been appointed to the Board of Directors of the Company, taking the place of David McKee, who has resigned. The Company thanks Mr. McKee for his 8 years of service on the Board of Directors.

Mr. Tracey has been involved in the North American venture capital markets for over 20 years. Serving in capacities as stockbroker, director, officer or investor relations consultant, he has provided expertise to many companies in industries including advanced technology, IP, telecommunication, bio-technology, energy and mining. In more than a decade as an Account Executive with brokerage firms that specialize in the corporate financing of American and Canadian ventures, he assisted in the initial public offering and development funding of many now well-established companies that pioneered innovative and disruptive technologies.

For clarification, the Company's Officers and Directors are currently comprised of the following:

Robert Pincombe, President, Chief Executive Officer and Director
Robert Kramer, Chief Financial Officer and Director
Harold Noyes, Director
Huitt Tracey, Director

ON BEHALF OF THE BOARD

SIGNED: *Robert Pincombe*

Robert Pincombe, President

For more information contact:
Robert Kramer, Chief Financial Officer
Tel: (604) 718-2800 (ext. 311)

For additional information or to be added to the corporate mailing list please visit the following page:
<http://www.curlew-lake.com/curlew/contactus.html>.

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.