

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Undur Tolgoi Minerals Inc.
Suite 900 – 595 Howe Street
Vancouver, BC V6C 2T5
("UTM" or the "Company")

Item 2 Date of Material Change

April 15, 2013

Item 3 News Release

News release was disseminated on April 16, 2013

Item 4 Summary of Material Change

UTM has reached agreement in principle to purchase a 30.25% interest in Anya – 2 Sarl, a private Luxembourg company, for a total consideration of up to USD 725,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

UTM has reached agreement in principle to purchase a 30.25% interest in Anya – 2 Sarl ("**Anya**"), a private Luxembourg company, for a total consideration of up to USD 725,000. Anya is a wholly owned subsidiary of Hulaan Coal Corporation ("**Hulaan**"), a private Canadian company. Anya in turn, owns 66% of Western Minex LLC ("**WM**"), a private Mongolian company, which in turn owns the Ochiriin Bulag Gold Prospect (the "**Project**" or the "**Bulag**").

The proceeds of this transaction will be used to fund the 2013 exploration program on the Project under the terms of an exploration license issued to WM by the Mineral Resources Authority of Mongolia.

The purchase terms include the following steps:

1. UTM and Anya will enter into a subscription agreement (Subscription) setting out the terms of purchase.
2. The Subscription provides that the \$725,000 consideration shall be paid in three tranches. \$125,000 at closing and two payments of \$300,000 payable 60 and 120 days after closing respectively.
3. Upon payment of each tranche UTM shall receive a prorated number of Anya shares.
4. At the closing, UTM and Hulaan shall have entered into a comprehensive shareholders agreement governing the relationship between the parties (Anya and WM).

The closing of this transaction is subject to the prior approval of the Boards of Directors of each party and is also subject to the approval of the requisite regulatory and government bodies.

The Project property is 232.7 square kilometers and is located 10 kilometers from the Chinese Bataag border crossing and close to the sub provincial centre of Burenkhaan (AKA Bulgan).

The property was originally geologically mapped by the Russians in the 1980s. An Ikonas Aerial program and interpretation was completed in 2011. In 2012, three closely spaced soil programs were undertaken which produced Au values of up to 657 ppb. Based on analysis of this historical exploratory activity, UTM management and their technical advisors have identified a significant gold anomalism and believe the Bulag Project has the potential to host a large gold discovery. The Bulag Project is on-trend with the geological gold belt that hosts the largest gold deposits in central Asia.

Accordingly both, James Passin and Don Padgett, Company Chairman and CEO respectively concurred that in their opinion the planned 2013 work program which includes a closely spaced vector induced polarization (VIP) program plus a 2000 metre drill program could be transformational by identifying optimal drill-hole orientation for a future resource defining exploration program.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Don Padgett, President and CEO at (604) 689-1515 x 104

Item 9 Date of Report

April 16, 2013