

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Undur Tolgoi Minerals Inc.
Sea Meadow House, P.O. Box 116,
Road Town, Tortola VG 1110
British Virgin Islands

("UTM" or the "Company")

Item 2 Date of Material Change

January 1, 2014 and January 8, 2014

Item 3 News Release

News release was disseminated on January 9, 2014 on Marketwire

Item 4 Summary of Material Change

1. Mr. Anthony Milewski has been appointed to the Board of Directors
2. Mr. Erdembileg Jugdernamjil has been appointed as Chief Executive Officer ("COO"), replacing Mr. Jimmie Wilde who has resigned as COO of the Company.
3. A total of 2,300,000 share purchase options have been granted to certain directors, senior officers, and consultants of the Company at an exercise price of \$0.25 per share.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Mr. Anthony Milewski will join UTM's board of directors effective January 1, 2014. In addition, the Company will also appoint Mr. Erdembileg Jugdernamjil to the position of COO, effective January 1, 2014, replacing Mr. Jimmie Wilde who has resigned as COO of the Company.

Mr. Milewski brings the Company a valuable combination of academic qualifications and advisory experience focused on early and growth stage companies in emerging markets. He has worked with Skadden Arps and Renaissance Capital in Moscow and Firebird Management in New York. He has lived and worked in Russia and Africa and spent extensive amounts of time in Central Asia and Mongolia. He has served as both a director and an executive with a number of private and public companies. Anthony has been a frequent speaker at international industry conferences and this broad experience has given him a keen insight into the unique challenges and opportunities of operating early stage companies in emerging markets.

Mr. Milewski's academic qualifications include a B.A. in Russian history from Brigham Young University, a M.A. in Russian studies and a J.D. from the University of Washington. Anthony spent a year in Russia as a Fulbright scholar. He holds an LLM from the Russian Academy of Sciences.

Mr. Erdembileg is the CEO of CBM LLC, a Mongolian-registered business consulting, administration and geology service provider and the CEO of Big Mogul Coal & Energy LLC, a producing coal mining company. Erdembileg also served as an officer at the Ministry of Mineral Resources and Energy, a project manager at Energy Resources LLC and an officer at the State Property Committee. He earned a bachelor's degree from the Economic school of University of Mongolia and a MBA from the Academy of Management.

UTM announces that effective on January 8, 2014, the Company has granted, under its Stock Option Plan, fully vested incentive stock options to certain directors, senior officers, and consultants to purchase up to an aggregate of 2,300,000 common shares in the capital of the Company exercisable for a period of five years ending on January 6, 2019, at an exercise price of \$0.25 per share and are subject to the Company's vesting provisions.

All options and any shares issued on the exercise of options will be subject to a four month hold period and are subject to Exchange approval.

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

January 9, 2014