

## **MATERIAL CHANGE REPORT**

**Section 75 of the *Securities Act* (Ontario)  
Section 85 of the *Securities Act* (British Columbia)  
Section 118 of the *Securities Act* (Alberta)**

### **Item 1. Reporting Issuer**

McLaren Resources Inc.  
Suite 520, 65 Queen Street West  
Toronto, Ontario M5H 2M5

Telephone: (416) 203-6784  
Facsimile: (416) 368-1539

### **Item 2. Date of Material Change**

December 31, 2012

### **Item 3. Press Release**

The news release announcing the material change was released on December 31, 2012 through Marketwire and subsequently filed on the System for Electronic Document Analysis and Retrieval. A copy of the press release is attached hereto.

### **Item 4. Summary of Material Change**

McLaren Resources Inc. announced the completion of a private placement.

### **Item 5. Full Description of Material Change**

McLaren announced that it has completed a \$200,000 non brokered private placement financing consisting of 2,000,000 Flow-Through Units.

The financing was made pursuant to exemptions from the prospectus requirements of the applicable securities laws consisting of 2,000,000 Units issued on a "flow-through" basis (the "Flow-Through Units") at a price of \$0.10 per Flow-Through Share.

Each Unit is comprised of one Flow-Through common share in the capital of McLaren and one-half of one common share purchase warrant (a "Warrant"). Each whole Warrant will entitle the holder to acquire an additional common share at an exercise price of \$0.20 per share for a period of 18 months. All securities issued will be subject to a hold period of

four months and one day.

The gross proceeds from the Flow-Through Shares will be used by McLaren to continue exploration and development on its gold properties located in Timmins, Ontario.

For more information please see the attached news release below.

**Item 6. Reasons for Confidentiality**

N/A

**Item 7. Omitted Information**

N/A

**Item 8. Senior Officer**

Inquiries in respect of the material change referred to herein may be made to:

Ivan Buzbuzian  
President  
McLaren Resources Inc.  
Suite 520, 65 Queen Street West  
Toronto, Ontario M5H 2M5

Telephone: (416) 203-6784  
Facsimile: (416) 368-1539

**Item 9. Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

**DATED** at Toronto, Ontario as of the 31 day of December, 2012.

*"Ivan Buzbuzian"*

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**Ivan Buzbuzian, President  
McLaren Resources Inc.**



Shares: 27,094,281  
December 31, 2012  
3ML

CNSX: MCL  
Frankfurt:

## **NEWS RELEASE**

### **McLaren Raises Exploration Funds**

TORONTO, CANADA (December 31, 2012) McLaren Resources Inc. ("McLaren") (CNSX: MCL, Frankfurt: 3ML) is pleased to announce that it has completed a \$200,000 non brokered private placement financing consisting of 2,000,000 Flow-Through Units.

The financing was made pursuant to exemptions from the prospectus requirements of the applicable securities laws consisting of 2,000,000 Units issued on a "flow-through" basis (the "Flow-Through Units") at a price of \$0.10 per Flow-Through Share.

Each Unit is comprised of one Flow-Through common share in the capital of McLaren and one-half of one common share purchase warrant (a "Warrant"). Each whole Warrant will entitle the holder to acquire an additional common share at an exercise price of \$0.20 per share for a period of 18 months. All securities issued will be subject to a hold period of four months and one day.

The gross proceeds from the Flow-Through Shares will be used by McLaren to continue exploration and development on its gold properties located in Timmins, Ontario.

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*McLaren Resources Inc. is a Canadian based junior exploration company engaged in acquiring, exploring and developing resource properties in Canada.*

#### **Contact Information:**

Ivan Buzbuzian

President and CEO

**McLAREN RESOURCES INC.**

65 Queen Street West, Suite 520

Toronto ON, M5H 2M5

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For more information visit our web site at [www.mclarenresources.com](http://www.mclarenresources.com) or contact Ivan Buzbuzian, President and CEO of McLaren Resources, at 416-203-6784 x 4850.

*The Canadian National Stock Exchange has neither approved, nor disapproved on the contents of this press release.*

*Certain statements contained in this press release constitute "forward looking statements". These statements are based on current expectations of management, however are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from the forward-looking statements in this news release. Readers are cautioned not to place undue reliance on these statements. The Company does not undertake any obligation to revise or update any forward-looking statements as a result of new information, future events or otherwise after the date hereof, except as required by securities laws*