

MATERIAL CHANGE REPORT
(Section 7.1 of National Instrument 51-102)

Item 1: Name and Address of Reporting Issuer

McLaren Resources Inc.
65 Queen Street West, Suite 500
Toronto, Ontario M5H 2M5

Item 2: Date of Material Change

December 1, 2015

Item 3: News Release

The news release announcing the material change was released on December 2, 2015 through Canadian Newswire 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. (“**McLaren**” / the “**Company**”) announced that it has entered into an agreement with three private real estate holding companies (collectively, the “**Propertycos**”), dated December 1, 2015, to acquire 100% of the outstanding securities of each Propertyco by way of a share exchange transaction. Upon completion of the transaction McLaren shareholders will hold approximately 10% and shareholders of the Propertycos will hold approximately 90% the outstanding shares of the resulting company. Under the regulations of the Canadian Securities Exchange (“**CSE**”) and for disclosure purposes, the transaction will be treated as a reverse takeover. The resulting company will carry on business as a commercial real estate company.

Item 5: Full Description of Material Change

The Company announced that it has entered into an agreement with the Propertycos dated December 1, 2015 to acquire 100% of the outstanding securities of each Propertyco by way of a share exchange transaction. Upon completion of the transaction McLaren shareholders will hold approximately 10% and shareholders of the Propertycos will hold approximately 90% the outstanding shares of the resulting company.

The transaction is conditional upon, among other things, completion of satisfactory due diligence and McLaren shareholder approval and applicable regulatory approvals. Under the regulations of the CSE and for disclosure purposes, the transaction will be treated as a reverse takeover.

McLaren and the Propertycos are now proceeding with due diligence, preparation of final legal documentation, updated financial statements and a management information circular for special meeting of the shareholders of McLaren. The transaction is subject to approval by the CSE and other regulatory agencies having jurisdiction.

The resulting company will carry on business as a commercial real estate company.

Please see the attached press release for more information.

Item 6: Reliance of subsection 7.1(2) of NI 51-102

Not applicable.

Item 7: Omitted Information

Not applicable.

Item 8: Executive Officer

For further information please contact Michael Meredith, President.

Item 9: Date of Report

December 3, 2015

“Michael Meredith”

Michael Meredith
President

NEWS RELEASE

December 2, 2015

McLaren Resources Enters into Agreement to Acquire a Package of Commercial Real Estate

Toronto, ON: McLaren Resources Inc. (“**McLaren**” / the “**Company**”) (CSE: MCL, Frankfurt: 3ML) is pleased to announce that it has entered into an agreement with three private real estate holding companies (collectively, the “**Propertycos**”), dated December 1, 2015, to acquire 100% of the outstanding securities of each Propertyco by way of a share exchange transaction. Upon completion of the transaction McLaren shareholders will hold approximately 10% and shareholders of the Propertycos will hold approximately 90% the outstanding shares of the resulting company.

The transaction is conditional upon, among other things, completion of satisfactory due diligence and McLaren shareholder approval and applicable regulatory approvals. Under the regulations of the Canadian Securities Exchange (“**CSE**”) and for disclosure purposes, the transaction will be treated as a reverse takeover.

McLaren and the Propertycos are now proceeding with due diligence, preparation of final legal documentation, updated financial statements and a management information circular for special meeting of the shareholders of McLaren. The transaction is subject to approval by the CSE and other regulatory agencies having jurisdiction.

The resulting company will carry on business as a commercial real estate company.

“This is a great opportunity for McLaren to benefit from the commercial real estate market in Canada. This marks a new direction for McLaren which the Board of Directors feels will result in enhanced shareholder value”, said Michael Meredith, President of McLaren Resources Inc.

Contact information:

McLAREN RESOURCES INC.

65 Queen Street West, Suite 520
Toronto, Ontario M5H 2M5
Tel.: 416-203-6784

The CSE has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release. The CSE does not accept responsibility for the adequacy or accuracy of this release.

Completion of the transaction is subject to a number of conditions including but not limited to CSE acceptance and shareholder approval. The transaction cannot close until all such approvals have been obtained and the other necessary conditions of closing are fulfilled or

waived by the parties entitled to do so. There can be no assurance that the transaction can be completed as proposed or at all.

Investors are cautioned that except as disclosed in the management information circular to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of McLaren should be considered highly speculative.

FORWARD-LOOKING INFORMATION: *Certain information set forth in this new release may contain forward-looking statements that involve substantial known and unknown risks and uncertainties. These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of Sypher, including but not limited to, the uncertainty of the Transaction proceeding, the impact of general economic conditions, industry conditions, dependence upon regulatory and shareholder approvals, the execution of definitive documentation and the uncertainty of obtaining additional financing. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement.*

The forward-looking statements contained in this press release are made as of the date of this press release, and the Company does not undertake any obligations to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities laws.