

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Renforth Resources Inc.  
65 Front Street East, Suite 304  
Toronto, Ontario, M5E 1B5

**Item 2 Date of Material Change**

January 28, 2013.

**Item 3 News Release**

A press release with respect to the material change described herein was issued on January 29, 2013 via MarketWire and subsequently filed on SEDAR.

**Item 4 Summary of Material Change**

Renforth Resources Inc. (“**Renforth**” or the “**Company**”) announced that it has entered into an agreement (the “**Purchase Agreement**”) with Cadillac Ventures Inc. (“**Cadillac**”) to acquire a 100% interest in Cadillac’s New Alger Property located in Cadillac Township, Québec.

**Item 5 Full Description of Material Change**

Renforth announced that it has entered into the Purchase Agreement with Cadillac to acquire a 100% interest in Cadillac’s New Alger Property located in Cadillac Township, Québec.

The Purchase Agreement provides for the payment to Cadillac of the following: (i) \$20,000 cash and 2,000,000 common shares of Renforth at the time of signing the Agreement, (ii) \$210,000 cash by June 15, 2013, and (iii) \$250,000 cash by November 15, 2013. Upon satisfaction of the foregoing conditions, Renforth will acquire a 100% interest in the property, subject to an existing 1% net smelter return royalty and Cadillac will retain an additional 1% net smelter return royalty.

The Purchase Agreement terminates the previous agreement between the parties under which Renforth had an option to acquire a 51% joint venture interest in the New Alger Property.

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

Confidentiality is not requested.

**Item 7 Omitted Information**

No information has been omitted in respect of the material change.

**Item 8 Executive Officer**

Nicole Brewster, President and CEO (416)815-8666.

**Item 9 Date of Report**

January 29, 2013.