

Form 51-102F3
Material Change Report Under
National Instrument 51-102

1. Name & Address of Company

Stockport Exploration Inc.
Purdy's Wharf Tower II
1969 Upper Water Street, Suite 2001
Halifax, Nova Scotia
B3J 3R7

2. Date of Material Change

June 15, 2012

3. News Release

A news release with respect to the material change referred to in this report was issued through Canada News Wire services on June 15, 2012 and filed on the system for electronic document analysis and retrieval (SEDAR).

4. Summary of Material Change

5. Full Description of Material Change

Stockport Exploration Inc. announced that it had closed its previously announced non-brokered private placement consisting of 11,000,000 common shares priced at \$0.10 per share, for total gross proceeds of \$1,100,000. There were no warrants issued in connection with the private placement. In addition to the 11,000,000 common shares issued, 350,000 common shares were issued as finder's fees.

Net proceeds of the financing will be used for exploration of the Company's mineral properties, strategic property acquisitions and working capital. Insiders subscribed for 1,750,000 shares as part of the transaction.

The private placement is subject to final Toronto Stock Exchange approval. The securities issued pursuant to the private placement are subject to a four month hold period.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable

7. Omitted Information

Not applicable

8. Senior Officer

Jim Megann
President & Chief Executive Officer
Telephone: (902) 442-7192
Fax: (902) 491-4281

DATED at Halifax, Nova Scotia this 15th day of June, 2012.

Stockport Exploration Inc.

By:

(signed) "Jim Megann"
President & Chief Executive Officer