

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

**1. Name and Address of Reporting Issuer**

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

**2. Date of Material Change**

Effective July 1, 2012.

**3. News Release**

A news release with respect to the material change referred to in this report was issued on June 29, 2012 and filed on the system for electronic document analysis and retrieval (SEDAR).

**4. Summary of Material Change**

Stockport Exploration Inc. has announced that Rob Randall will be appointed Chief Financial Officer effective July 1, 2012.

**5. Full Description of Material Change**

Effective July 1, 2012, Rob Randall has been appointed as Chief Financial Officer for Stockport Exploration Inc. ("Stockport"). Rob is a Chartered Accountant with an extensive background in the mining and exploration industry, holding senior positions with resource-based publically traded companies including Etruscan Resources, Endeavour Mining and as a Principal with PricewaterhouseCoopers. Mr. Randall replaces Keith Abriel, who is leaving Stockport due to other obligations.

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

Not applicable.

**7. Omitted Information**

Not applicable.

**8. Senior Officer**

The following officer of the Stockport may be contacted for further information:

James Megann, President and CEO

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DATED at Halifax, Nova Scotia this 11<sup>th</sup> day of July, 2012.

Stockport Exploration Inc.

By: (s) James Megann  
James Megann,  
President and Chief Executive Officer