

## **Form 51-102F3**

### ***Material Change Report***

#### **Item 1: Name and Address of Company**

SILVER SUN RESOURCE CORP.  
Suite 400, 409 Granville Street  
Vancouver, British Columbia V6C 1T2  
("Silver Sun" or "the Company")

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

September 21, 2012

#### **Item 3 News Release**

The News Release was disseminated on September 25, 2012 by way of Stockwatch and Filing Services Canada Inc. (Canada disclosure networks).

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

On September 21, 2012, the Company closed the second and final tranche of its non-brokered private placement of 1,475,000 Units at a price of \$0.12 per Unit for gross proceeds of \$177,000.

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

##### **5.1 Full Description of Material Change**

Further to its news releases dated July 10, 2012 and September 7, 2012, on September 21, 2012 the Company has closed the second and final tranche of its non-brokered private placement, this second tranche consisting of 1,475,000 Units at a price of \$0.12 per Unit for gross proceeds of \$177,000. Each Unit is comprised of one common share in the capital of the Company and one non-transferable share purchase warrant, each warrant entitling the holder to purchase one additional common share of the Company until September 21, 2014 at a per share price of \$0.17 until September 21, 2013 and \$0.25 until September 21, 2014.

Cash finders' fees in the aggregate amount of \$13,200 was paid and warrants to acquire an aggregate of 110,000 common shares of the Company until September 21, 2014 at a per share price of \$0.17 until September 21, 2013 and \$0.25 until September 21, 2014 were issued to arm's length finders who introduced the Company to investors participating in this second tranche.

Shares issued by the Company to the subscribers of the private placement are, and shares which may be acquired upon the exercise of the share purchase warrants will be, subject to a hold period until January 22, 2013, in accordance with applicable securities legislation.

A director of the Company participated in the private placement, having purchased 75,000 Units, constituting a related party transaction pursuant to TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company relied on Section 5.5(a) of MI 61-101 for an exemption from the formal valuation requirement and Section 5.7(1)(a) of MI 61-101 for an exemption from the minority shareholder approval requirement of MI 61-101 as the fair market value of the transaction did not exceed 25% of the Company’s market capitalization.

The Company intends to use the proceeds of the private placement for expansion of the Cherry Hill Gold mine in Siskyou County, California and for general working capital and corporate purposes.

## **5.2 Disclosure for Restructuring Transactions**

Not applicable.

### **Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

### **Item 7 Omitted Information**

Not applicable.

### **Item 8 Executive Officer**

Mark A. McLeary, President, CEO and Director

Telephone: (604) 682-3234

Facsimile: (604) 682-0537

### **Item 9 Date of Report**

September 28, 2012