

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Golden Cross Resources Inc. (the "Company")
Suite 804 – 750 West Pender Street
Vancouver BC V6C 2T7

Item 2: Date of Material Change

January 27, 2012

Item 3: News Release

A news release was issued and disseminated on January 27, 2012 through Market News and Stockwatch and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced an offering of up to 8,000,000 units at \$0.075 per unit to raise gross proceeds of up to \$600,000. Each unit will consist of one common share and one transferable share purchase warrant, entitling the holder thereof to acquire one additional common share at a price of \$0.10 per share for a period of five years from closing of the offering. The proceeds will be used for the Company's working capital requirements. The offering may be subject to regulatory approval and all shares and any shares issued on exercise of the warrants are subject to restrictions on transfer for a period of four months from the closing of the private placement. The Company may pay finder's fees either in cash or in units pursuant to this financing.

The Company further announces that the Company is considering business opportunities in the areas of film and social media. The Company is not, at present, involved in any negotiations with respect to any business opportunities in these areas.

Item 5: Full Description of Material Change

Please see the news release attached as Schedule "A" hereto, for a full description of the material change.

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

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

For further information, please contact:

Thomas J. Kennedy, CEO at (604) 682-2928

Item 9: Date of Report

January 27, 2012

Schedule "A"

GOLDEN CROSS RESOURCES INC.

804 – 750 West Pender Street
Vancouver, BC V6C 2T7
T: 604-682-2928 F: 604-685-6905

NEWS RELEASE

GOLDEN CROSS ANNOUNCES OFFERING OF UNITS, NEW BUSINESS OPPORTUNITIES

January 27, 2012

CNSX: GOX

Golden Cross Resources Inc. (the "Company") announces an offering of up to 8,000,000 units at \$0.075 per unit to raise gross proceeds of up to \$600,000. Each unit will consist of one common share and one transferable share purchase warrant, entitling the holder thereof to acquire one additional common share at a price of \$0.10 per share for a period of five years from closing of the offering. The proceeds will be used for the Company's working capital requirements. The offering may be subject to regulatory approval and all shares and any shares issued on exercise of the warrants are subject to restrictions on transfer for a period of four months from the closing of the private placement. The Company may pay finder's fees either in cash or in units pursuant to this financing.

The Company further announces that the Company is considering business opportunities in the areas of film and social media. The Company is not, at present, involved in any negotiations with respect to any business opportunities in these areas.

About Golden Cross Resources Inc.

The Company holds a 100% undivided interest in the Holy Cross Property, which consists of a single mineral exploration tenure covering 2,005 hectares within the Omineca Mining Division of north central British Columbia. Since acquiring the claim in 2006, the Company has completed two exploration programs consisting of trenching, line cutting and an induced polarization survey to evaluate the potential of the Holy Cross property to host low sulphidation epithermal gold-silver mineralization.

For more information, please contact Tom Kennedy at (604) 682-2928 or at tomkennedy@shaw.ca.

GOLDEN CROSS RESOURCES INC.

Thomas Kennedy,
CEO

**THE CANADIAN NATIONAL STOCK EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT
RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THE CONTENT OF THIS NEWS RELEASE.**

Not for Distribution in the United States or to U.S. Persons.

###