

**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**

February 27, 2012

**Item 3: News Release**

A news release was issued and disseminated on February 27, 2012 through Market News and Stockwatch and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced that, further to its news release of January 27, 2012, the Company has completed a non-brokered private placement of 8,000,000 units at \$0.075 per unit, raising a total of \$600,000. Each unit consists of one common share and one transferable common 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. All securities issued in connection with the private placement are subject to a hold period in Canada which expires on June 30, 2012. The net proceeds will be used for general working capital.

The Company also announced that it is looking for additional projects and a potential name change to Forty Four Entertainment Inc., or such other name as is acceptable to the CNSX.

**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**

February 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 COMPLETION OF PRIVATE PLACEMENT  
AND POTENTIAL NAME CHANGE**

**February 27, 2012**

**CNSX: GOX**

Golden Cross Resources Inc. (the "Company") is pleased to announce that, further to its news release of January 27, 2012, the Company has completed a non-brokered private placement of 8,000,000 units at \$0.075 per unit, raising a total of \$600,000. Each unit consists of one common share and one transferable common 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. All securities issued in connection with the private placement are subject to a hold period in Canada which expires on June 30, 2012. The net proceeds will be used for general working capital.

The Company also announces that it is looking for additional projects and a potential name change to Forty Four Entertainment Inc., or such other name as is acceptable to the CNSX.

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

**GOLDEN CROSS RESOURCES INC.**

Thomas Kennedy,  
CEO

**THE CANADIAN NATIONAL STOCK EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT  
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