

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

May 30, 2012

Item 3: News Release

A news release was issued and disseminated on May 30, 2012 through TheNewsWire and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that, further to its news release of April 27, 2012, it has entered into a letter of intent ("LOI") with Blue Gold Tailing Technologies Ltd., Blue Gold Holdings Ltd. and BG Holdings Ltd. (together "Blue Gold"). The Company intends to acquire all of Blue Gold's contracts, purchase orders, intellectual property and technology related to its mining tailings and waste water remediation business (the "Assets."). The parties intend to replace the LOI with a definitive agreement once the second stage of due diligence has been completed and the final details regarding the purchase of the Assets (the "Acquisition") have been determined.

The Company intends to complete a consolidation of its shares on the basis of one (1) new share for every two (2) currently issued common shares of the Company. The consolidation will be subject to approval by the Company's shareholders and the CNSX. In the LOI, subject to the policies, approval and requirements of the CNSX, the Company has agreed to issue shares for the purchase of the Assets using a deemed share price of \$0.28 per share following the consolidation.

In recognition of the fact that the Company will require additional funds for the addition to its business, the Company intends to complete a private placement of up to \$1,000,000 prior to or concurrently with the acquisition of the Assets. The price of units sold in the private placement will be adjusted in accordance with the consolidation. The Company will sell units containing one share and one-half warrant each at \$0.14 pre-consolidation or \$0.28 post-consolidation. Each whole warrant will be exercisable at \$0.18 pre-consolidation or \$0.36 post-consolidation.

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

May 30, 2012.

Schedule "A"

GOLDEN CROSS RESOURCES INC.

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

NEWS RELEASE

GOLDEN CROSS SIGNS LETTER OF INTENT WITH BLUE GOLD TAILING TECHNOLOGIES TO ACQUIRE TAILINGS AND WASTE WATER REMEDIATION BUSINESS

May 30, 2012

CNSX: GOX

Golden Cross Resources Inc. (the "Company") is pleased to announce that, further to its news release of April 27, 2012, it has entered into a letter of intent ("LOI") with Blue Gold Tailing Technologies Ltd., Blue Gold Holdings Ltd. and BG Holdings Ltd. (together "Blue Gold"). The Company intends to acquire all of Blue Gold's contracts, purchase orders, intellectual property and technology related to its mining tailings and waste water remediation business (the "Assets"). The parties intend to replace the LOI with a definitive agreement once the second stage of due diligence has been completed and the final details regarding the purchase of the Assets (the "Acquisition") have been determined.

The Company intends to add the mining waste water remediation and processing business to its existing mining exploration activities. The Acquisition will be an arm's-length transaction. The Acquisition will be subject to approval by the Company's shareholders and the CNSX.

In the LOI, the Parties have agreed that an independent valuation will be commissioned by Blue Gold. The valuation report will provide the basis for the final determination of consideration to be paid by the Company for the Assets. The amount of consideration to be paid by the Company for the Assets will be part of the definitive agreement.

The Company intends to complete a consolidation of its shares on the basis of one (1) new share for every two (2) currently issued common shares of the Company. The consolidation will be subject to approval by the Company's shareholders and the CNSX. In the LOI, subject to the policies, approval and requirements of the CNSX, the Company has agreed to issue shares for the purchase of the Assets using a deemed share price of \$0.28 per share following the consolidation.

In recognition of the fact that the Company will require additional funds for the addition to its business, the Company intends to complete a private placement of up to \$1,000,000 prior to or concurrently with the acquisition of the Assets. The price of units sold in the private placement will be adjusted in accordance with the consolidation. The Company will sell units containing one share and one-half warrant each at \$0.14 pre-consolidation or \$0.28 post-consolidation. Each whole warrant will be exercisable at \$0.18 pre-consolidation or \$0.36 post-consolidation.

The Company has signed a purchase order for the purchase of two units of Blue Gold's water treatment technology and advanced the purchase price of \$502,260 to Blue Gold. This amount will be used toward the consideration paid by GOX in the Acquisition. In the event that the LOI terminates and a definitive agreement is not reached between the parties, Blue Gold is obliged under the LOI to return the \$502,260 to the Company immediately. The LOI states that Blue Gold is to use the \$502,260 on operations relating to the Assets until the completion of the Acquisition.

The LOI states that the definitive agreement for the acquisition of the assets will contain closing conditions including satisfactory due diligence review by each parties of the other parties' corporate documents, financial statements, agreements and other records, that there be no material changes in the business or financial condition of any party until the completion of the Acquisition.

The LOI states that the directors of Company following the Acquisition will be Mr. Bundeep Singh Rangar, Mr. Derek Blackburn, Mr. Raj Kurichh and Mr. John Morita. The officers will be Mr. Derek Blackburn, Mr. Raj Kurichh, Mr. Nigel Greening and Mr. Emmanuel Moya. The officer positions have not yet been designated.

Depending on the structure and deemed value of the Transaction, the Company's shares to be issued to principals of Blue Gold for the Acquisition will likely be held in escrow if required by NI 46-201.

Blue Gold has agreed to a standstill in the LOI and is not to engage in any manner in discussions or consideration of any potential business combination, sale of the Assets or transfer or assignment of its agreements or business opportunities unless the LOI is terminated or replaced by a definitive agreement. Blue Gold has also agreed to conduct its business in the regular course and to not pay any dividends or engage in transactions with shareholders without written consent from the Company.

About Blue Gold

Blue Gold, which operates out of Toronto, is a water treatment company whose innovative nanotechnology solutions can clean waste water, recover precious metals from mine tailings and desalinate salt water at a fraction of current costs. Using naturally occurring organic compounds, its pioneering approach to treating contaminated water has earned Blue Gold international contracts. Blue Gold's technology is patent pending. Blue Gold's mission is to provide the world with clean, safe and affordable drinking water.

About Golden Cross

Golden Cross 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 details please visit www.goldencross.ca.

For more information, please contact:

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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.

FORWARD LOOKING INFORMATION

This press release contains forward-looking statements. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Statements relating to "reserves" or "resources" are deemed to be forward-looking statements because they involve the implied assessment, based on certain estimates and assumptions that the resources and reserves described can be profitably produced in the future. Forward-looking statements in this release include that (a) the Company will acquire the Assets and new business (b) the Acquisition will be subject to shareholder approval (c) this will be an arm's-length transaction (d) the second stage of due diligence will be completed (e) the parties will agree on an amount of consideration, use a deemed price of \$0.28 per share and have the consideration included in the definitive agreement (f) the Company will complete a 2:1 consolidation of its shares and a private placement of up to \$1,000,000 (g) a valuation report will provide the basis for the final determination of consideration (h) that the directors and officers will be those designated above and (i) that the \$502,260 paid by the Company pursuant to the purchase order will be used toward the consideration to be paid by GOX for the Assets or that it will be repaid to the Company in the event that a definitive agreement is not executed among the parties.

Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. These statements speak only as of the date of this press release. Actual results could differ materially from those currently anticipated due to a number of factors and risks including various risk factors discussed in the Company's Management's Discussion and Analysis for the Period Ended September 30, 2011 as amended, filed on December 9, 2011 and for the period ended December 31, 2011 filed on March 29, 2012 under the Company's profile on www.sedar.com.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS NEWS RELEASE REPRESENTS THE EXPECTATIONS OF THE COMPANY AS OF THE DATE OF THIS NEWS RELEASE AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE THE COMPANY MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME.