

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

July 30, 2012

Item 3: News Release

A news release was issued and disseminated on July 30, 2012 through Market News and Stockwatch and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company has granted stock options to purchase a total of 500,000 common shares at an exercise price of \$0.14 per share for a period of five years to a consultant of the Company, in accordance with the provisions of the Company's stock option plan.

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

July 30, 2012.

Schedule "A"

GOLDEN CROSS RESOURCES INC.

NEWS RELEASE

GOLDEN CROSS ANNOUNCES GRANT OF STOCK OPTIONS

July 30, 2012 - VANCOUVER, Canada – Golden Cross Resources Inc. (the "Company") (CNSX:GOX) announces that the Company has granted stock options to purchase a total of 500,000 common shares at an exercise price of \$0.14 per share for a period of five years to a consultant of the Company, in accordance with the provisions of the Company's stock option plan.

GOLDEN CROSS RESOURCES INC.

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Investor Relations:

Matthew Harrington, Launch IR
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