

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 25, 2013

Item 3: News Release

A news release was issued and disseminated on February 25, 2013 through TheNewsWire and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that it has now made available to the public on SEDAR and CNSX websites the information circular of the Company detailing the proposed acquisition of the water remediation and tailings processing business of Blue Gold Tailing Technologies Ltd., as more detailed in the news release of November 22, 2012.

The Company's common shares will resume trading on the CNSX at the opening of trading on February 26, 2013.

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 25, 2013.

Schedule "A"

GOLDEN CROSS RESOURCES INC.

NEWS RELEASE

**GOLDEN CROSS ANNOUNCES DISCLOSURE DOCUMENT FILED AND
RESUMPTION OF TRADING**

February 25, 2013 - VANCOUVER, Canada – Golden Cross Resources Inc. (the "Company") (CNSX:GOX) is pleased to announce that it has now made available to the public on SEDAR and CNSX websites the information circular of the Company detailing the proposed acquisition of the water remediation and tailings processing business of Blue Gold Tailing Technologies Ltd., as more detailed in the news release of November 22, 2012.

A copy of the information circular dated February 22, 2013 is available directly at the link below, as well as at the Company's public disclosure record at www.sedar.com, and at the Company's public disclosure record at www.cnsx.ca.

<http://www.goldencross.ca/EDOCs-90658-v4-GOX-Information-Circular-Feb-22-2013-FINAL.pdf>

The Company's common shares will resume trading on the CNSX at the opening of trading on February 26, 2013.

GOLDEN CROSS RESOURCES INC.

Thomas Kennedy, CEO
Tel: 604.682.2928
Web: www.goldencross.ca

**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.**

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