

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

April 19, 2013.

Item 3: News Release

A news release was issued and disseminated on April 19, 2013 through Market News and Stockwatch and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that it wishes to reprice its offering announced in its news release of March 22, 2013 from \$0.19 to \$0.14 per unit. The offering will be up to 28,571,428 units to raise gross proceeds of up to \$4,000,000. Each unit will consist of one common share and one-half of one transferable share purchase warrant, with each whole warrant entitling the holder thereof to acquire one additional common share at a price of \$0.19 per share for a period of two years from closing of the offering.

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

April 19, 2013.

Schedule "A"

GOLDEN CROSS RESOURCES INC.

NEWS RELEASE

GOLDEN CROSS ANNOUNCES REPRICING AND INCREASE TO PRIVATE PLACEMENT

April 19, 2013 - VANCOUVER, Canada – Golden Cross Resources Inc. (the "Company") (CNSX:GOX) announces that it wishes to reprice its offering announced in its news release of March 22, 2013 from \$0.19 to \$0.14 per unit. The offering will be up to 28,571,428 units to raise gross proceeds of up to \$4,000,000. Each unit will consist of one common share and one-half of one transferable share purchase warrant, with each whole warrant entitling the holder thereof to acquire one additional common share at a price of \$0.19 per share for a period of two years from closing of the offering.

The proceeds are intended to be used in connection with the completion of the proposed acquisition of all of the assets of the waste water remediation business of Blue Gold Tailing Technologies Ltd., and as working capital following the completion of the acquisition. 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 warrants pursuant to this financing.

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.

Contacts:

Tom Kennedy, CEO
Tel: 604-682-2928

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