

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 13, 2013

Item 3: News Release

A news release was issued and disseminated on May 13, 2013 through TheNewsWire and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that it had completed the final tranche of a non-brokered private placement of 2,258,182 units at \$0.14 per unit, raising a total of \$316,145.42. Each unit consists of one common share and one-half of one transferable common 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 securities are subject to a four-month hold period as required under applicable securities laws. Finder's fees were paid to Macquarie Private Wealth Inc. and an individual on portions of the gross proceeds.

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 13, 2013

Schedule "A"

GOLDEN CROSS RESOURCES INC.

NEWS RELEASE

GOLDEN CROSS CLOSSES FINAL TRANCHE FINANCING

May 13, 2013 - VANCOUVER, Canada – Golden Cross Resources Inc. (the "Company") (CNSX:GOX) is pleased to announce that, further to its news release of April 19, 2013, the Company has completed the final tranche of a non-brokered private placement of 2,258,182 units at \$0.14 per unit, raising a total of \$316,145.42. Each unit consists of one common share and one-half of one transferable common 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 securities are subject to a four-month hold period as required under applicable securities laws. Finder's fees were paid to Macquarie Private Wealth Inc. and an individual on portions of the gross proceeds.

The Company intends to use the proceeds 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.

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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