

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1 Name and Address of Company:

Declan Resources Inc.
302 – 1620 West 8th Avenue
Vancouver, BC V6J 1V4

ITEM 2 Date of Material Change:

June 7, 2012.

ITEM 3 News Release:

A news release was distributed via Marketwire and filed via SEDAR on June 7, 2012.

ITEM 4 Summary of Material Change:

Declan Resources Inc. (“Declan”) (TSX-V:LAN) announced that it has entered into a binding letter agreement with Talos Minerals Ltd. (“Talos”) dated June 7, 2012 to acquire 100% of Talos’ issued common shares through the exchange of one common share of the Company for each one Talos common share which is issued and outstanding. Talos is a closely held private B.C. corporation. Talos currently has 24,470,002 issued and outstanding common shares. Talos’ principal assets are three mineral exploration licenses in the Kono and Bo districts of Sierra Leone. The exploration licenses are held by two 85% owned Sierra Leone subsidiaries, Greenstone Minerals (SL) Limited (“Greenstone”) and Revonah Resources (SL) Limited (“Revonah”). The remaining 15% of Greenstone and Revonah is held equally by Mr. Jamal Shallop and Mr. Craig McLean, both residents of Sierra Leone.

ITEM 5 Full Description of Material Change:

Please see attached press release.

ITEM 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Not Applicable.

ITEM 7 Omitted Information:

Not Applicable.

ITEM 8 Executive Officer:

Further information relating to this Material Change Report may be obtained from:

Wayne Tisdale, President and CEO
Telephone: (604) 639-4450

ITEM 9 Date of Report:

DATED as of June 7, 2012.

DECLAN SIGNS AGREEMENT TO ACQUIRE TALOS MINERALS LTD. AND APPOINTS NEW PRESIDENT

FOR IMMEDIATE RELEASE

June 7, 2012

Vancouver, B.C. – Declan Resources Inc. (“**Declan**”) (TSX-V:LAN) announces that it has entered into a binding letter agreement with Talos Minerals Ltd. (“Talos”) dated June 7, 2012 to acquire 100% of Talos’ issued common shares through the exchange of one common share of the Company for each one Talos common share which is issued and outstanding. Talos is a closely held private B.C. corporation. Talos currently has 24,470,002 issued and outstanding common shares. Talos’ principal assets are three mineral exploration licenses in the Kono and Bo districts of Sierra Leone. The exploration licenses are held by two 85% owned Sierra Leone subsidiaries, Greenstone Minerals (SL) Limited (“Greenstone”) and Revonah Resources (SL) Limited (“Revonah”). The remaining 15% of Greenstone and Revonah is held equally by Mr. Jamal Shallop and Mr. Craig McLean, both residents of Sierra Leone.

The Talos licence area in the Nimini Hills greenstone formation is in the Kono District in Eastern Sierra Leone. Its Western boundary is contiguous with Polo Resources’ Komahun gold discovery which was purchased from AXMIN in December 2011. The Komahan discovery is the second most advanced gold project in Sierra Leone and Polo is currently undertaking a 10,000m drill program. This Talos licence is 54km² and is approximately 200km east of Freetown, the capital of Sierra Leone. Talos completed an initial sampling program on this licence in 2012 and recently completed a VTEM (airborne electromagnetic) survey. A 43-101 report has been completed on the Nimini Hills property.

The other Talos exploration licences are in the southern extension of the Kangari Hills in the Bo District in Central Sierra Leone. Their Northern boundary is contiguous with Cluff Gold’s Baomahan gold project which is in the mine construction phase and is the largest and most advanced gold project in Sierra Leone. The two licences are 144km² and 186km² and are located approximately 120km east of Freetown. The Kangari Hills licences include the Southern end of the Sula Mountains greenstone formation and there is extensive artisanal activity in the area.

The proposed acquisition will not result in a change of control of Declan. Closing of the acquisition of Talos is subject to the completion of due diligence on or before June 22, 2012 and the execution of a definitive acquisition agreement on or before June 31, 2012. Closing of the acquisition is also subject to approval by the TSX Venture Exchange.

Declan also announces that Mr. Wayne Tisdale has been appointed President and Chief Executive Officer and Ms. Michelle Gahagan has been appointed Chairman of the board of directors. Mr. Tisdale has extensive experience in resource financing, exploration and development and will oversee the exploration programs on Declan’s property holdings in Tanzania and Sierra Leone. Mr. Tisdale is also a director of Declan.

About Declan Resources Inc.

Declan Resources Inc. is an independent mineral exploration company based in Vancouver, B.C.

For further information, please contact:

Declan Resources Inc.

Wayne Tisdale, President and CEO

T: (604) 639-44590

Reader Advisory

This release includes certain statements that may be deemed forward-looking statements. All statements in this release, other than statements of historical facts, that address future events or developments that Declan expects are forward-looking statements. Although Declan believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Investors should not place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Other than as required under the securities laws, Declan does not assume a duty to update these forward-looking statements. For more information on Declan, Investors should review Declan's filings that are available at www.sedar.com.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.