

**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:

October 22, 2012.

ITEM 3 News Release:

A news release was distributed via Marketwire and filed via SEDAR on October 22, 2012.

ITEM 4 Summary of Material Change:

Declan Resources Inc. ("Declan" or the "Company") (TSX-V:LAN) announced that it had commenced a 4,000 metre diamond drilling program on Declan's Nimini Hills licence area located in the Kono District of Sierra Leone.

The Company also announced that, subject to the approval of the TSX Venture Exchange, Gordon King had been appointed to the board of directors of the Company.

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) 639-4455

ITEM 9 Date of Report:

DATED as of October 22, 2012.

DECLAN COMMENCES DIAMOND DRILLING AT NIMINI HILLS AND APPOINTS NEW DIRECTOR

FOR IMMEDIATE RELEASE

October 22, 2012

Declan Resources Inc. ("Declan" or the "Company") (TSX VENTURE: LAN) is pleased to announce that it has commenced a 4,000 metre diamond drilling program on Declan's Nimini Hills licence area located in the Kono District of Sierra Leone. The Nimini Hills Licence is underlain by the Nimini Hill Archean greenstone belt, within a sequence of steep to vertically dipping ultramafic and mafic units, with thin intercalations of banded ironstones. Mineralisation is sub-parallel to lithologic contacts and consists of predominantly unweathered sulphide material.

Declan previously carried out an extensive soil sampling and pitting program on the property. A VTEM survey was flown earlier this year by Geotech Airborne Ltd., which, along with the soil sampling results, have identified four separate prospective target areas. Three of these four areas will be drilled during this 4,000m, fourteen hole program. The first eight holes will be on the north-west target area which is contiguous with Polo Resources' (TSXV: POL) Komahun gold discovery. The subsequent six drill holes will be located on the north east of the property, targeting a further two of the four prospective areas. Further ground IP will be carried out in November by Terratec Geoservices of Germany to delineate additional targets to be drilled in Q1 2013.

President of Declan, Wayne Tisdale, commented: "Sierra Leone has a clear modern Mining Law a secure environment and highly prospective geology. We are delighted to have moved the project to this stage so quickly."

The Company also announces that, subject to the approval of the TSX Venture Exchange (the "**Exchange**"), Gordon King has been appointed to the board of directors of the Company. Mr. King has over 35 years of investment banking and finance experience. He has served on the board of directors for numerous firms in the UK, one of which he was a co-founder and managing director. He has since been involved in the financing of many junior resource companies throughout Europe and North America. Gordon is currently president of Goldreign Capital Inc., a private investment company in Canada.

About Declan Resources Inc.

Declan is an exploration company with two licence areas located in the greenstone areas of Sierra Leone, West Africa. These are 85% owned by Declan through its local subsidiaries Greenstone Minerals (SL) Ltd and Revonah Resources (SL) Ltd. The Nimini Hills licence area in the Kono District in Eastern Sierra Leone covers some 54km² of the Nimini Hills greenstone formation. This licence area is contiguous with the Eastern boundary of Polo Resources' Komahun discovery. Declan's other licence area is in the Bo District in central Sierra Leone and is contiguous with the Southern boundary of Amara Mining's (formerly Cluff Gold) Baomahun

project.

Mr. Garry Clark, a director of Declan, is the "qualified person", as defined in National Instrument 43-101, who has reviewed and approved the technical content in this press release.

For further information, please contact:

Declan Resources Inc.

Wayne Tisdale, President and CEO

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Reader Advisory

Except for statements of historical fact, this news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. In particular, forward-looking information in this press release includes, but is not limited to, statements with respect to the Company's proposed drilling program and exploration activities. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future results, performance or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information.

Forward-looking information is based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Some of the risks and other factors could cause results to differ materially from those expressed in the forward-looking statements include, but are not limited to: general economic conditions in Canada, the United States and globally; industry conditions, including fluctuations in commodity prices; governmental regulation of the mining industry, including environmental regulation; geological, technical and drilling problems; unanticipated operating events; competition for and/or inability to retain drilling rigs and other services; the availability of capital on acceptable terms; the need to obtain required approvals from regulatory authorities; stock market volatility; volatility in market prices for commodities; liabilities inherent in mining operations; changes in tax laws and incentive programs relating to the mining industry; and the other factors described in our public filings available at www.sedar.com. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The forward-looking information contained in this news release is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

Neither the 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.