

**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:

July 24, 2014.

ITEM 3 News Release:

A news release was distributed via Marketwire and filed via SEDAR on July 24, 2014.

ITEM 4 Summary of Material Change:

Declan Resources Inc. (“**Declan**” or the “**Company**”) (TSX-V: LAN) announced that it closed a non-brokered private placement of 28,571,445 units for gross proceeds of \$2 million (the “Offering”). Each unit consists of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one additional common share of Declan at a price of \$0.11 for a period of 24 months from closing. Proceeds of the Offering will be used by Declan for exploration of its Athabasca Basin uranium exploration properties and for general corporate purposes. The shares and warrants issued under the Offering are subject to a four month hold period which expires November 24, 2014. The Offering has received final TSX Venture Exchange approval.

Agents’ fees of \$39,359.20 cash and 562,276 agents’ warrants were paid in connection with the Offering. The agents’ warrants are exercisable on the same terms as the warrants which form part of the units.

Declan also announced the engagement of Palisade Capital Corp. of London, United Kingdom (“Palisade”) as a marketing and investor relations consultant to the Company. Mr. Collin Kettell, C.E.O. of Palisade, will be primarily responsible for providing the consulting services to Declan.

Palisade will be paid a fee of \$100,000 for a 10 month term commencing July, 2014. Palisade acquired 1,705,800 units of Declan at \$0.07 per unit (gross proceeds of \$119,406) under the Offering. Other than its subscription under the Offering, Palisade does not have any other direct or indirect interest in Declan’s securities or any option to acquire such an interest. Declan’s engagement of Palisade is subject to TSX Venture Exchange approval.

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:

Leah Martin, Corporate Secretary
Telephone: (604) 639-4457

ITEM 9 Date of Report:

DATED as of July 24, 2014.

DECLAN RESOURCES CLOSES \$2.0 MILLION PRIVATE PLACEMENT AND ENGAGES PALISADE CAPITAL AS INVESTOR RELATIONS CONSULTANT

FOR IMMEDIATE RELEASE

July 24, 2014

Vancouver, B.C. – Declan Resources Inc. (“**Declan**” or the “**Company**”) (TSX-V:LAN) announces that it has closed a non-brokered private placement of 28,571,445 units for gross proceeds of \$2 million (the “Offering”). Each unit consists of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one additional common share of Declan at a price of \$0.11 for a period of 24 months from closing. Proceeds of the Offering will be used by Declan for exploration of its Athabasca Basin uranium exploration properties and for general corporate purposes. The shares and warrants issued under the Offering are subject to a four month hold period which expires November 24, 2014. The Offering has received final TSX Venture Exchange approval.

Agents’ fees of \$39,359.20 cash and 562,276 agents’ warrants were paid in connection with the Offering. The agents’ warrants are exercisable on the same terms as the warrants which form part of the units.

Declan also announces the engagement of Palisade Capital Corp. of London, United Kingdom (“Palisade”) as a marketing and investor relations consultant to the Company. Mr. Collin Kettell, C.E.O. of Palisade, will be primarily responsible for providing the consulting services to Declan. Palisade offers strategic consulting services to public and private companies who wish to expand their corporate profile and to attract new international investors. Palisade will organize introductions and meetings in the European, Canadian and U.S. investment community on behalf of Declan. The engagement of Palisade is intended to increase investor awareness of Declan and to increase liquidity in Declan’s shares.

Palisade will be paid a fee of \$100,000 for a 10 month term commencing in July, 2014. Palisade acquired 1,705,800 units of Declan at \$0.07 per unit (gross proceeds of \$119,406) under the Offering. Other than its subscription under the Offering, Palisade does not have any other direct or indirect interest in Declan’s securities or any option to acquire such an interest. Declan’s engagement of Palisade is subject to TSX Venture Exchange approval.

About Declan Resources Inc.

Declan is a Canadian based uranium exploration company. The Company is focused on the exploration of properties in the Athabasca Basin which hosts some of the largest, high grade uranium deposits in the world.

For further information, please contact:

Declan Resources Inc.

David Miller, President and CEO

T: (604) 639-4455

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.