

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

**Item 1. Name and Address of Company**

Galway Resources Ltd. (“Galway”)  
36 Toronto Street, Suite 1000  
Toronto, ON M5C 2C5

**Item 2. Date of Material Change**

December 17, 2012

**Item 3. News Release**

A news release announcing the material change was issued by Galway on December 17, 2012 via Canada NewsWire – Toronto and filed on SEDAR on December 17, 2012.

**Item 4. Summary of Material Change**

Galway’s shareholders and warrant holders (collectively, “Galway Securityholders”) approved a plan of arrangement (the “Arrangement”) with AUX Canada Acquisition 2 Inc. (“AUX Canada”), a wholly-owned subsidiary of AUX Acquisition 2 S.à r.l. (“AUX”).

**Item 5. Full Description of Material Change**

Galway Securityholders approved, at the special meeting (the “Meeting”) held on December 17, 2012, the Arrangement with AUX Canada, a wholly-owned subsidiary of AUX. The arrangement resolution was approved by the affirmative vote of 99.57% of the votes cast by Galway Securityholders or their validly appointed proxyholders, and approximately 99.56% of the votes cast by Galway Securityholders, present in person or represented by proxy at the Meeting, after excluding votes cast in respect of insiders of Galway that are entitled to a benefit, whose votes may not be included in determining minority approval pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders In Special Transactions*. The Arrangement, which is subject to final court approval at a hearing to be held at 10:00 a.m. (Toronto time) on December 19, 2012, and other closing conditions, is expected to close on or about December 20, 2012.

Pursuant to the arrangement agreement among Galway, AUX, AUX Canada, Galway Metals Inc. (“Galway Metals”) and Galway Gold Inc. (“Galway Gold”) dated as of October 19, 2012 and as amended and restated by an amending agreement on November 16, 2012 (the “Arrangement Agreement”), AUX Canada will acquire all of the outstanding common shares of Galway at a price of \$2.05 Canadian in cash, plus a common share of Galway Metals and a common share of Galway Gold for each common share held. The Arrangement also provided for the treatment of Galway stock options and warrants.

**Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable

**Item 7. Omitted Information**

Not applicable

**Item 8. Executive Officer**

Robert Hinchcliffe, President and Chief Executive Officer  
Telephone: 1-800-475-2412

**Item 9. Date of Report**

December 17, 2012