

**FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102**

Item 1. Name and Address of Company

Rupert Resources Ltd.
36 Toronto Street, Suite 1000
Toronto, Ontario
M5C 2C5

Item 2. Date of Material Change

The material change took place on April 11, 2013.

Item 3. News Release

The news release attached hereto was released on April 11, 2013.

Item 4. Summary of Material Change

The material change is described in the attached news release.

Item 5. Full Description of Material Change

The material change is described in the attached news release.

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

Confidentiality is not requested.

Item 7. Omitted Information

No information has been omitted in respect of the material change.

Item 8. Executive Officer

Martin Kostuik, President and Chief Executive Officer
Rupert Resources Ltd.
416-848-4501

Item 9. Date of Report

April 11, 2013

News Release



RUPERT
RESOURCES LTD.

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Listed: RUP-TSX-V

April 11, 2013

Rupert Resources Announces Directorate Changes

Rupert Resources Ltd. ("Rupert" or "the Company") announces the appointments of Michael Sutton, P. Geo and Marc Leduc, P. Geo, P. Eng as non-executive directors. The Company also wishes to announce the resignation of Donald Moore from the Board of Directors.

Mr. Sutton is a geologist who has worked in some of the largest Canadian gold camps in the world, including Timmins and Kirkland Lake, working in various senior-level positions directing gold exploration programs. Mr. Sutton was awarded Prospector of the Year for Ontario by the Ontario Prospectors Association and credited with the discovery of the South Mine Complex while he was Chief Geologist and Assistant Manager at Kirkland Lake Gold Inc. Most recently, he guided Vault Minerals as Vice President of Exploration to a takeover by Queenston Mining Inc.

Mr. Leduc is a mining engineer and geologist with experience involving all aspects of the development, operations, planning and evaluation of mining projects. Marc is a registered professional engineer in both Ontario and BC. He has led technical teams in the design and construction of large mines, heap leach and tailings facilities. Mr. Leduc currently serves as the President and COO of Bear Creek Mining, a TSX-V listed Company where he developed 800 million equivalent silver ounces in the Corani and Santa Ana deposits. Additionally, at Bear Creek Mr. Leduc lead the team that produced a Bankable Feasibility Study and assisted in raising \$211.5 million in four equity finance raises.

Mr. Martin Kostuik, President and CEO commented, "We are very pleased to strengthen Rupert's Board with the addition of Michael and Marc. Their technical expertise, solid understanding of capital markets, and mine development experience offer excellent strategic benefits to the Company. On behalf of the Board of Directors, I welcome them to Rupert's team.

Don has made many contributions to Rupert Resources Ltd (formerly Blackridge Capital) over the 32 years that he lead the company as Chairman and CEO. We want to thank Don for this and wish him great success in his future endeavours"

ON BEHALF OF THE BOARD

"M. Kostuik"

M. Kostuik, President and CEO

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