

Form 51-102F3
Material Change Report

PART 1 GENERAL INSTRUCTIONS AND INTERPRETATION

(a) Confidentiality

If this Report is filed on a confidential basis, state in block capitals "CONFIDENTIAL" at the beginning of the Report.

(b) Use of "Company"

Wherever this Form uses the word "company" the term includes other types of business organizations such as partnerships, trusts and other unincorporated business entities.

(c) Numbering and Headings

The numbering, headings and ordering of the items included in this Form are guidelines only. You do not need to include the headings or numbering or follow the order of items in this Form. Disclosure provided in response to any item need not be repeated elsewhere.

(d) Defined Terms

If a term is used but not defined in this Form, refer to Part 1 of National Instrument 51-102 and to National Instrument 14-101 *Definitions*. If a term is used in this Form and is defined in both the securities statute of a local jurisdiction and in National Instrument 51-102, refer to section 1.4 of Companion Policy 51-102CP.

(e) Plain Language

Write the Report so that readers are able to understand it. Consider both the level of detail provided and the language used in the document. Refer to the plain language principles listed in section 1.5 of Companion Policy 51-102CP. If you use technical terms, explain them in a clear and concise manner.

PART 2 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Hilltown Resources Ltd.
810-675 West Hastings Street
Vancouver, BC V6B 1N2
Tel: (604) 782.4191 Fax: (604) 684-2349

Item 2 Date of Material Change

September 1, 2010

Item 3 **News Release**
September 1 , 2010

Sent to SEDAR, Stockwatch, Baystreet News and InfoMine

Item 4 **Summary of Material Change**

Private placement of 2,650,000 Units at a price of \$0.10 per Unit.

Item 5 **Full Description of Material Change**

The Company has arranged a non-brokered private placement of up to 2,650,000 units at a price of \$0.10 per unit (the “Units”), for gross proceeds of up to \$265,000. Each Unit is composed of one common share (“Share”) and one Share purchase warrant (“Warrant”) to purchase one additional Share at a price of \$0.15 per Share. The Warrants are exercisable for a two year period from the date of closing of the private placement (the “Closing Date”). A finder’s fee of 8% will be payable in connection with \$200,000 of the private placement.

Shares issued pursuant to this private placement and any shares issued for the exercise of Warrants are subject to a four-month hold period from the Closing Date.

Assuming completion of the private placement, the net proceeds of \$249,000 will be used for general working capital.

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

N/A

Item 7 **Omitted Information**

No information has been omitted on the basis that it is confidential information.

Item 8 **Executive Officer**

Rudy de Jonge, Chief Executive Officer 604 782.4191

Item 9 **Date of Report**

September 1, 2010