

FORM 51-102F3

SECURITIES ACT

MATERIAL CHANGE REPORT

Item 1 Name and address of Company

A.I.S. Resources Limited
Suite 2110 – 1177 W. Hastings Street
Vancouver, BC V6E 2K3

Item 2 Date of Material Change:

May 20, 2015

Item 3 News Release

News Release dated May 20, 2015 disseminated under section 7.1 of National Instrument 51-102

Item 4 Summary of Material Change

See attached News Release.

Item 5 Full Description of Material Change

See attached News Release.

Item 6 Reliance on Section 7.1(2) OR (3) OF National Instrument 51-102

The Company is not relying on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

There is no omitted information.

Item 8 Senior Officers

Martyn Element, CEO of the Company, is knowledgeable about the material change and this report. He can be contacted by telephone at (604) 687-6820 or by email at melement@aisresources.com.

Item 9 Dated at Vancouver, British Columbia, the May 20, 2015

"Martyn Element"
Director and CEO



TSX-NEX: AIS.H

A.I.S. RESOURCES LIMITED INCREASES FINANCING OFFERING FROM \$4 MILLION TO \$6 MILLION

VANCOUVER, British Columbia, May 20, 2015 – A.I.S. RESOURCES LIMITED (TSX VENTURE/NEX: AIS.H) (the "Corporation" or "AIS") is very pleased to announce that it intends to increased its non-brokered private placement (the "Private Placement") from \$4 million to \$6 million.

AIS intends to issue up to 24,000,000 units ("Units") of the Corporation at a price of \$0.25 per Unit for aggregate gross proceeds of up to \$6,000,000. Each Unit will be comprised of one common share ("Common Share") of the Corporation and one Common Share purchase warrant ("Warrant"), with each whole Warrant entitling the holder thereof to acquire one Common Share at a price of \$0.40 for a period of two years from the date of closing of the Private Placement. The Warrants are subject to an acceleration clause in the event that the volume weighted average trading price of the common shares of the Company trades at or above \$0.60 per share for 15 consecutive trading days in the period commencing 4 months after the closing date of this financing.

The net proceeds of the Private Placement will be used for investment by the Corporation into Buda Juice, LLC. ("Buda") to satisfy the term sheet ("Term Sheet") signed on December 23, 2014 and for general working capital purposes.

The Common Shares and Warrants, including the Common Shares underlying the Warrants, will be subject to a hold period ending four months and a day from the date of closing. In connection with the Private Placement the Corporation may pay a cash commission or finder's fee of 7% of the gross proceeds of the Private Placement along with 7% broker warrants exercisable at \$0.35 for 2 years.

The Corporation is also pleased to announce it will apply to graduate from the NEX Board to Tier 2 of the TSX Venture Exchange ("TSX-V"). The Private Placement is subject to certain conditions, including approval of the TSX Venture Exchange.

Contact:

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