

FORM 51-102F3

Material Change Report

ITEM 1. NAME AND ADDRESS OF COMPANY

Jiulian Resources Inc. (the "Company") Suite 300, 3665 Kingsway, Vancouver, B.C., V5R 5W2

ITEM 2. DATE OF MATERIAL CHANGE

December 20, 2007

ITEM 3. NEWS RELEASE

The Company issued a press release under the date of December 20, 2007.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company entered into an agreement with China Tuoye Mining Development Co. for the acquisition of a majority interest in the key resource exploration property of China Tuoye Mining Co. by way of consideration of approximately Cdn\$3.96 million and a commitment to fund future exploration on the property, which consideration is convertible into shares of the Company at \$0.40 per share with the consent of both parties.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached news release.

ITEM 6. RELIANCE ON SUBSECTION 7.1(3) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

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

ITEM 8. EXECUTIVE OFFICER

Contact: X. Charlie Cheng, CEO and Director
Telephone: 604 639 4418

ITEM 9. DATE OF REPORT

DATED at Vancouver, B.C this 20th day of December, 2007.

JIULIAN RESOURCES INC.

PRESS RELEASE

Qualifying Transaction – Acquisition and Earn-in of Nickel Exploration Project in Inner-Mongolia, China

Vancouver, BC, December 20, 2007. Jiulian Resources Inc. (the "Company") (TSX-V: JLR.P) is very pleased to report that it has entered into an agreement dated December 19, 2007 but effective December 4, 2007 with the Inner Mongolia Tuoye Mining Development Co. China ("Tuoye" or the "Vendor") for the acquisition and earn-in of up to a 98% equity interest in Tuoye's nickel-copper exploration property (the "Sunite Property") in Inner Mongolia, China. Tuoye is an exploration company registered in Hohhot City, Inner Mongolia, China, and is engaged in the exploration of mineral properties. It owns a 100% interest in the Sunite Property, consisting of five exploration permits and covering a total area of 198 km².

The following is a summary of the Sunite Property, based on due diligence reviews carried out by the management of the Company.

The Sunite Property is located about 36 km northeast of the city of Erlianhot, which has a population of about 100,000. The property has moderate topography with elevations ranging from 915 to 1152 m above sea level in a semi-arid environment. The entire property is easily accessible by four-wheel drive vehicle.

The Sunite Property lies within the favorable Altai tectonic belt, which includes important nickel deposits in northwestern China. The property hosts numerous geologically important elements for nickel-copper mineralization similar to that found in nearby mines.

Exploration by Tuoye has targeted high-grade massive sulphide Ni-Cu mineralization as well as low-grade disseminated Ni-Cu mineralization, which is amenable to open-pit mining. The completed exploration work on the Sunite Property includes geological mapping, lithochemical surveys, geophysical surveys, trenching, and shallow diamond drill holes. Trenching has encountered wide intervals (in excess of 30 m) of oxidized ultramafic rock containing Ni values in the 0.2% range. Diamond drilling has encountered similar Ni values in ultramafic rock containing finely disseminated sulphides.

The exploration for nickel-copper mineralization in the Sunite Property area dates back to 1956. Early work delineated a 1.8 km long and 0.2 km wide nickel-copper geochemical anomaly that was tested in 1988 with five shallow drill holes totaling 500 meters, which were followed up by additional trenching and geophysics.

A local mining company (Huiyuan Mining Company), unrelated to this agreement, obtained a mining permit in the area, covering an area of only 0.06 square kilometer. Huiyuan started an open-pit nickel mining operation in 2004 at a rate of about 200 tonnes per day, with massive sulphide ore grading 1.89-8.28% Ni and 1.53-6.52% Cu, with accessory values in gold, platinum, palladium and cobalt.

In 2004, Tuoye acquired five exploration permits (the Sunite Property) surrounding Huiyuan's mining permit. Following the acquisition, Tuoye conducted a series of geological mapping, geochemical

sampling, geophysical surveys, and shallow-hole drilling programs and collected a total of 693 samples from the ultramafic outcrops. The average value of Ni in strongly weathered ultramafic intrusive is 0.164%. The highest value of Ni is 0.323 %. An extensive trenching program was carried out between 2005 and 2007 as a preliminary test of various anomalies under overburden. Significant intervals, using an approximate 0.15% Ni cut-off grade and 10 m minimum sample length is shown in the table below.

Trench ID	From (m)	To (m)	Metre	Ni (%)
TC07E-05a	0	12	12	0.23
TC07E-05a	21	52	31	0.21
TC07E-05a	152	166	14	0.23
TC07E-05b	0	12.5	12.5	0.24
TC07E-2	95	147	52	0.15
TC07E-2+	0	16	16	0.15
TC07E-4a	10	23	13	0.16
TC07M-10a	90	120	30	0.18
TC07M-10b	18	35	17	0.28
TC07M-13a	1.8	39	37.2	0.25
TC07M-13a	42	52	10	0.21
TC07M-13a	132	182	50	0.22
TC07M-13b	6	16	10	0.19
TC07M-15b	209	282	73	0.17
TC07M-3e	63.5	90	26.5	0.20
TC07M-6a	20	48	28	0.24
TC07M-6d	191.5	213	21.5	0.18
TC07M-6d	365	383	18	0.23
TC07M-7a	25	57.5	32.5	0.18
TC07M-7b	65	89	24	0.15
TC07M-8d	20.8	39.8	19	0.21
TC07M-8d	98.5	112	13.5	0.17
TC07S-1	85.8	124	38.2	0.15
TC07S-1	140.5	151.5	11	0.18
TC07S-1	261	273	12	0.18

In 2006, a total of 2,086 metres of diamond drilling were completed with 24 shallow holes to test certain anomalies and to gain geological knowledge in overburden-covered areas. Ultramafic rocks were encountered in three holes, ZK-15, ZK-16 and ZK-17. The results are considered significant in that highly anomalous results were obtained and pyrrhotite, pentlandite and chalcopyrite in small amounts were identified in the drill core. The most significant values (from drill hole ZK17) are quoted in the table below.

Sample_ID	From (M)	To (M)	Meter	Ni (%)
XC07-052	12.75	13.60	0.85	0.29
XC07-053	16.00	19.00	3.00	0.30
XC07-054	19.00	20.30	1.30	0.24
XC07-055	20.30	22.00	1.70	0.24
XC07-056	68.80	70.75	1.95	0.06
XC07-057	70.75	74.70	3.95	0.22
XC07-058	74.70	75.90	1.20	0.02

XC07-059	75.90	78.20	2.30	0.22
XC07-060	78.20	81.20	3.00	0.18
XC07-061	86.00	88.00	2.00	0.22
XC07-062	88.00	90.00	2.00	0.22
XC07-063	90.00	92.00	2.00	0.25
XC07-064	92.00	94.20	2.20	0.25
XC07-065	94.20	96.20	2.00	0.22
XC07-066	96.20	98.20	2.00	0.22

According to the purchase and earn-in formula, the Company can earn an approximate 85% interest in the Sunite Property by spending RMB30 million in stages and subject to certain milestones over a 3-year period. Tuoye's shareholders have the option to contribute exploration funding or are subject to dilution until their interest reaches 2%, at which time their interest will be converted to a net smelter royalty that is not subject to further dilution. As consideration for this acquisition, the Company has agreed to pay to the Vendor up to \$3.96 million according to certain milestones including the establishment of a foreign joint venture company ("CJV") under Chinese law, with an issued business license to carry on resource exploration of the Sunite Property, and the transfer of the exploration permits covering the Sunite Property to the CJV. The payments are convertible into Company shares at a price of \$0.40 per share with the consent of both parties to the Agreement.

No concurrent financing of the Company is planned. The acquisition and earn-in agreement is expected to constitute an arm's length resource qualifying transaction in accordance with the policies of the TSX Venture Exchange (the "Exchange") and is not subject to shareholder approval.

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and, if applicable pursuant to Exchange requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with this transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

Forward-looking Statements: Except for statements of historical fact, all statements in this news release, including without limitation, statements regarding future plans, objectives and payments are forward-looking statements that involve various risks and uncertainties.

**ON BEHALF OF THE BOARD OF DIRECTORS
JIULIAN RESOURCES INC.**

"X. Charlie Cheng"
CEO & Director

*The TSX Venture Exchange does not accept responsibility
for the adequacy or accuracy of this release.*