

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and address of the Company

Majescor Resources Inc.
800 Place Victorin, Bureau 3700
Montreal, Quebec H4Z 1E9

Item 2 Date of Material Change

May 17, 2013

Item 3 News Release

The press release was issued and distributed on May 17, 2013

Item 4 Summary of material change

Closing of a non-brokered private placement totalling \$100,000.

Item 5 Full description of material change

Majescor Resources Inc. ("**Majescor**" or the "**Company**") announced that it has completed a non-brokered private placement by issuing 2,000,000 units (the "**Units**") at a price of \$0.05 per Unit for gross proceeds of \$100,000. Each Unit consists of one (1) common share of the Company (a "**Common Share**") and one common share purchase warrant (a "**Warrant**"). Each Warrant entitles its holder to acquire one additional Common Share of the Company at a price of \$0.10 per share until May, 17 2015. The Warrants are subject to an accelerated expiry if the published closing trade price of the common shares on the TSX Venture Exchange Inc. (the "**Exchange**") is equal or greater than \$0.20 for a period of 10 consecutive trading days any time after the expiry of the four (4) month resale restriction period, in which event the Company may give the holder a written notice and the Warrants will automatically expire, if not exercised, 30 days after receipt of such notice. The net proceeds from the Offering will be used for surface work on the SOMINE project in Haiti and for general working capital requirements. All securities issued in the Offering will be subject to a four month hold period and regulatory approval.

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Daniel F. Hachey
President, Chief Executive Officer
Telephone: 905-206-1604

Item 9

Date of Report

May 27, 2013