

**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**  
June 25, 2013
- Item 3**            **News Release**  
The press release was issued and distributed on June 25, 2013
- Item 4**            **Summary of material change**  
Closing of a non-brokered private placement totalling \$15,000.
- 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 300,000 units (the “**Units**”) at a price of \$0.05 per Unit for gross proceeds of \$15,000. 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 June 25, 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 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**  
  
June 25, 2013