

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

August 9, 2013

Item 3 News Release

The press releases were issued and distributed on July 30, 2013, price amended on August 8, 2013, completion of the first tranche on August 9, 2013

Item 4 Summary of material change

Completion of the first tranche of a non-brokered private placement totalling \$75,000.

Item 5 Full description of material change

Majescor Resources Inc. (“**Majescor**” or the “**Company**”) announced that it has completed the first tranche of its non-brokered private placement by issuing 7,500,000 units (the “**Units**”) at a price of \$0.01 per Unit for gross proceeds of \$75,000. 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 \$0.05 for first year and \$0.10 for second year per share until August 9, 2015. All securities issued in the Offering will be subject to a four month hold period and regulatory approval. The Private Placement is being conducted in accordance with the TSX Venture Exchange’s (the “**Exchange**”) Bulletin dated April 12, 2013 Re: Private Placements – Extension and Modification of Temporary Relief From Certain Pricing Requirements (the “**Temporary Relief Measures**”), and the Company will use proceeds from the first tranche of the Private Placement as follows:

Filing and late filing fees with Securities commissions	21,000
Private placement costs	2,000
Audit fees	13,000
Accounting fees	14,728
Agent fees	2,624
News releases fees	1,648
Annual General Meeting costs	20,000
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	75,000

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

August 15, 2013