

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

September 9, 2013

Item 3 News Release

The press releases was issued and distributed on September 9, 2013.

Item 4 Summary of material change

The closing of the second and final tranche of \$75,000 of a non-brokered private placement. The total proceeds raised over the entire private placement \$150,000.

Item 5 Full description of material change

Majescor Resources Inc. (“Majescor” or the “Company”) (MJX: TSX-V), is pleased to announce the closing of the second and final tranche of its non-brokered private placement (the “Private Placement”) which was originally announced on July 30, August 8, and August 12, 2013. Gross proceeds of the second tranche totalling \$75,000 have been received by the Company in connection with the issuance of 7,500,000 units (each a “Unit”) of the Company, at a price of \$0.01 per Unit. Each Unit consists of one common share and one share purchase warrant (a “Warrant”). Each Warrant entitles the holder thereof to purchase one additional common share of the Company until September 9, 2015 at a price of \$0.05 per share in year one and \$0.10 per share in year two. The total gross proceeds of the two tranches were \$150,000 on the issuance of 15,000,000 units. The issued securities are subject to a four-month hold period in accordance with applicable Canadian Securities Laws. 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 wishes to advise that it will use proceeds from the first and second tranches 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	\$28,288

Agent fees	\$4,500
Annual General Meeting costs	\$20,000
Income Tax	\$8,905
Office rent and administration	\$20,000
Outstanding payables	\$32,307
TOTAL	\$150,000

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

September 9, 2013