

FORM 51-102F3

MATERIAL CHANGE REPORT

- Item 1 Name and address of the Company**  
Majescor Resources Inc.  
1155 René-Lévesque Blvd. West, 31<sup>st</sup> Floor  
Montréal, Québec H3B 3S6
- Item 2 Date of material change**  
August 12, 2011
- Item 3 News release**  
The press release was issued and distributed on August 18, 2011.
- Item 4 Summary of material change**  
Closing of the second tranche of a non-brokered private placement totalling \$510,000.
- Item 5 Full description of material change**  
Majescor Resources Inc. (the “**Company**”) announced that it has completed the second tranche of a non-brokered private placement of 2,550,000 units (the “**Units**”) at a price of \$0.20 per unit for gross proceeds of \$510,000. Each Unit consists of one common share of the Company (a “**Common Share**”) and one-half common share purchase warrant. Each whole warrant entitles its holder to acquire one additional Common Share of the Company at a price of \$0.35 per share until August 12, 2013. The proceeds will be used to advance the Company’s exploration program on the SOMINE Copper-Gold project in Haiti and fund its general working capital.  
  
The Company has paid cash commission totalling \$37,600 and issued 188,000 non-transferable agent warrants, each warrant entitling the holder to acquire one Common Share of the Company at a price of \$0.25 per share until February 12, 2013. All securities issued in the private placement are subject to a four month plus one day hold period expiring on December 13, 2011
- Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**  
N/A
- Item 7 Omitted Information**  
None
- Item 8 Executive Officer**  
Daniel F. Hachey  
President, Chief Executive Officer  
Telephone: 613-241-5333
- Item 9 Date of Report**  
August 18, 2011.