

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Magna Resources Ltd. (MNA: CNSX)
1901 -1111 Alberni Street
Vancouver, BC V6E 4V2

Item 2 Date of Material Change

September 27, 2011

Item 3 News Release

The news release was issued by the Company on September 27, 2011 through the facilities of stockwatch.com and baystreet.com.

Item 4 Summary of Material Change

Magna Resources Ltd. (“Magna”) (CNSX:MNA) and Confederation Minerals Ltd. (“Confederation”)(TSX-V: CFM) have reached agreement in principal for a private placement of \$2,000,000 by Confederation into Magna and the sale of Confederation’s 50% interest in American Potash LLC, a private company, to Magna for shares (collectively the “Transaction”). The Transaction will increase Confederation’s effective interest in American Potash LLC. to over fifty six percent.

Prior to completion of the Transaction, Magna will complete a 2 for 1 subdivision (the “Stock Split”) of its outstanding common shares, resulting in 22,420,000 common shares of Magna being issued and outstanding. Thereafter, Confederation will subscribe for up to 6,666,666 Magna common shares at \$0.30 per share and transfer to Magna all shares of American Potash owned by Confederation in exchange for an additional 22,420,000 common shares of Magna thereby receiving a total of 29,086,666 shares of Magna (the “Transaction Shares”).

Item 5 Full description of Material Change

See News Release attached to this report as Schedule “A”

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

No information has been omitted.

Item 8

Executive Officer

Rudy de Jonge, CEO, President, Director
604-782-4191

Item 9

Date of Report

September 27, 2011

SCHEDULE "A"

NEWS RELEASE

Sept 27th, 2011

Magna Resources Ltd. and Confederation Minerals Ltd. reorganize the ownership and financing of American Potash LLC

Magna Resources Ltd. (CNSX:MNA) and Confederation Minerals Ltd. (TSX-V: CFM) (www.confederationmineralltd.com) are pleased to announce agreement in principal for a private placement of \$2,000,000 by Confederation into Magna and the sale of Confederation's 50% interest in American Potash LLC, a private company, to Magna for shares (collectively the "Transaction"). The Transaction will increase Confederation's effective interest in American Potash LLC. to over fifty six percent.

Prior to completion of the Transaction, Magna will complete a 2 for 1 subdivision (the "Stock Split") of its outstanding common shares, resulting in 22,420,000 common shares of Magna being issued and outstanding. Thereafter, Confederation will subscribe for up to 6,666,666 Magna common shares at \$0.30 per share and transfer to Magna all shares of American Potash owned by Confederation in exchange for an additional 22,420,000 common shares of Magna thereby receiving a total of 29,086,666 shares of Magna (the "Transaction Shares").

The number of shares to be issued to Confederation in exchange for its stake in American Potash and the subscription price for the private placement were determined by negotiation between the respective companies. The directors of both companies believe the transaction to be fair and reasonable since it consolidates the ownership of the American Potash assets on substantially a par basis and provides funds to permit immediate exploration of those assets.

Confederation will subsequently distribute the Transaction Shares to its shareholders (the "Spin-Out") at a date to be determined by the Confederation board of directors in consultation with Magna. It is the intention of all parties that the Spin-Out will be completed on a tax deferred basis such that generally no taxable event will occur until a Confederation shareholder disposes of the shares so received. It is expected that the Transaction Shares will be first transferred to a newly formed corporation ("Newco") in exchange for preferred shares of Newco ("Newco Preferreds"). It will also be necessary to complete a reorganization of the shares of Confederation to provide each shareholder of record with a preferred share ("Confederation Preferreds") that will be transferred to Newco in exchange for common shares of Newco. Once such transfer is completed, the Confederation Preferreds and the Newco Preferreds will be redeemed leaving the Confederation shareholders as the sole shareholders of Newco and Newco as the sole holder of the Transaction Shares. The final step of the Spin Out will be the amalgamation (the "Amalgamation") of Newco with Magna thereby cancelling the Transaction Shares but providing the Confederation shareholders with a like number shares in the amalgamated entity.

As part of the Transaction, Confederation will be entitled to nominate half of the directors to the Magna board. Concurrent with the completion of the Transaction, one of Magna's current directors will resign and the board will appoint three individuals nominated by Confederation and acceptable to Magna, acting reasonably.

The Transaction and the Spin Out is subject to the following conditions:

- a) Negotiation and execution of a definitive purchase and sale agreement reflecting the above terms;
- b) All required regulatory approvals;
- c) Approval of the Transaction, including the Stock Split, by special resolution of Magna shareholders and, if determined by the Magna board to be required, by a majority of Magna's disinterested shareholders;
- d) Approval of the Spin Out by special resolution of the shareholders of Confederation;
- e) Approval of the Amalgamation of Newco and Magna by their respective shareholders; and
- f) Significant shareholders of Magna agreeing to pool those shares until the Spin Out is completed.

Mr. Lawrence Dick, President of Confederation stated "With the continuing success of our exploration activities at our Newman Todd gold project in Red Lake, Ontario, it makes sense to transfer our Potash interests to a company dedicated to potash exploration. This will leave Confederation's management to focus more intently on the accelerated development of Newman Todd which we believe is the next major prospect to be developed in the Red Lake gold camp. "

Rudy de Jonge also stated "Currently potash is enjoying considerable demand and investor attention. We are fortunate to have, in American Potash LLC, an exciting prospect that consists of a considerable land package in a productive potash area of the Paradox basin in Utah. With the consolidation of the two interests in one company and the advantages of location and solution mining, we expect to attract even more investor interest than previously."

On Behalf of the Board,
Confederation Minerals Ltd.

"Lawrence Dick"

Lawrence A. Dick, Ph.D., P.Ge

President, CEO, and Director

On Behalf of the Board,
Magna Resources Ltd.

"Rudy de Jonge"

Rudy de Jonge, CEO and President

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Forward-Looking Information

This release includes certain statements that may be deemed "forward-looking statements". All statements in this release, other than statements of historical facts, that address events or developments that the companies expect to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Although the companies believe the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration successes, and continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the companies' management on the date the statements are made. Except as required by applicable securities laws, the companies undertake no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.