

MATCH CAPITAL RESOURCES CORPORATION
MATERIAL CHANGE REPORT

1. Name and Address of Reporting Issuer

Match Capital Resources Corporation (the "Company")
56 Temperance Street, 4th Floor, Toronto, Ontario M5H 3V5

2. Date of Material Change

February 28, 2005

3. News Release

A news release concerning the material change was issued on February 28, 2005.

4. Summary of Material Change

The Company has entered into a joint venture with Western Troy Capital Resources Inc. ("Western Troy")

5. Full Description of Material Change

The Company has entered into a joint venture agreement (the "Joint Venture") with Western Troy whereby, subject to board of director approval by each company, the Company is to sell a 25% joint venture interest in certain mining claims held by the Company (the "Match Capital Claims") for a \$125,000 work commitment by Western Troy.

Western Troy holds mining claims which form part of the same exploration target and are contiguous to the Company's mining claims in the Eastmain River project in James Bay area, Québec. The Company believes that the joint exploration of the mining claims is the interest of both companies. The \$125,000 work commitment will enable further exploration of the Match Capital Claims. The Joint Venture is to be implemented immediately after received of board of director approval so as to enable exploration of the Match Capital Claims during the winter season.

The Company and Western Troy are related parties in that each company is controlled, directly or indirectly, by Stanley Mourin. The Joint Venture is exempt from the valuation and minority shareholder approval requirements under Ontario Securities Commission Rule 61-501 sections 5.5(2) and 5.7(2) as neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Joint Venture, exceeds 25% of the Company's market capitalization.

6. Confidentiality

This report is not being filed on a confidential basis.

7. Omitted Information

None.

8. Executive Officer

For further information, please contact Stanley Mourin, President of the Company, at (416) 922-5111.

Dated at Toronto this 28th day of February, 2005