FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1 **Name and Address of Company:**

Maxim Resources Inc.
888, 888 Dunsmuir Street
Vancouver, BC
V6C 3K4

ITEM 2 **Date of Material Changes:**

December 22, 2004.

ITEM 3 **News Release:**

News Release dated December 22, 2004, was transmitted by Canada Stockwatch and Market News on December 22, 2004 and a copy of the Material Change Report will be filed with the Alberta and British Columbia Securities Commissions and the TSX Venture Exchange on December 22, 2004, by SEDAR.

ITEM 4 & 5 **Summary and Full Description of Material Changes:**

See attached News Release dated December 22, 2004.

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

Subsection 7.1(2) or (3) is not being relied upon.

ITEM 7 **Omitted Information:**

No Information has been omitted on the basis that it is confidential.

ITEM 8 **Executive Officer:**

Mr. Arthur Brown, President and Director
Telephone: (604) 630-0280

ITEM 9 **Date of Report**

December 22, 2004.

"Arthur Brown"(signed)
ARTHUR BROWN
President and Director

MAXIM RESOURCES INC.
Suite 888, 888 Dunsmuir Street
Vancouver, BC
V6C 3K4

MXM-TSXV **December 22, 2004**

MAXIM CLOSES NON-BROKERED PRIVATE PLACEMENT

Vancouver - Maxim Resources Inc. announced today that it is has closed its non-brokered private placement announced September 8, 2004 for gross proceeds of $845,000. The private placement consisted of 2,816,666 units at a price of $0.30 per unit, each unit being comprised of one common share and one common share purchase warrant. Each warrant will entitle the holder to acquire one additional common share at a price of $0.45 per share on or before December 22, 2005. The purchasers included Societe Privee de Gestion de Patrimoine ("SGPG"), a financial institution based in France.

The shares issued pursuant to the private placement and the shares issuable upon the exercise of the warrants have a hold period expiring April 23, 2005.

A Finders Fee of $60,000 has been paid in connection with the private placement.

The net proceeds of the financing will be used to acquire an interest in a North Dakota oil and gas prospect which was previously disclosed on October 25, 2004.

On behalf of the Board

"Arthur Brown"

Arthur Brown
President and Director

For further information please contact:
Arthur Brown, President
(604) 630-0280