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:**

March 8, 2005.

ITEM 3 **News Release:**

News Release dated March 8, 2005, was transmitted by Canada Stockwatch and Market News on March 8, 2005 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 March 8, 2005, by SEDAR.

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

See attached News Release dated March 8, 2005.

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**

March 8, 2005.

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

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

MXM-TSXV **March 8, 2005**

MAXIM CLOSES ACQUISITION OF 20% INTEREST IN BLOCK 7/38 PETROLEUM CONCESSION

Vancouver - Maxim Resources Inc. ("the Company") announced today that it has closed the previously announced acquisition of a 20% equity interest in Black Swan Petroleum Pty. Ltd. ("BSP") from Capersia Pte. Ltd. ("Capersia"). Maxim issued a total of 1,042,000 common shares to Capersia with a hold period expiring July 9, 2005 and also paid a cash amount equal to US $71,000 to Capersia.

BSP holds a 100% interest in Block B7/38, a Petroleum Exploration Concession (the "Petroleum Concession") offshore Thailand. The Petroleum Concession is operated by BSP and is located in the Chumphon Basin, Gulf of Thailand, adjacent to the Eastern Thai coastline, in water depths averaging 20 meters. The other participants in this exploration project are Texhoma Energy Inc. and International PetroReal Oil Corp. which each own a 40% interest in BSP.

BSP has reported that the Trident-16 jack up rig commenced drilling of the Hong Fah-801 well. Indications of hydrocarbons are not expected until prospective horizons in the well are penetrated at the 1,200-metre level or deeper, approximately eight to 10 days of drilling. The well's primary target is the 140 reservoir, which exhibited 100 metres of gross hydrocarbon pay in the Hong Fah-A01 well drilled by Shell in 1991, at an expected depth of 2,200 meters true vertical depth. Total depth of the well is planned for 2,500 metres true vertical depth.

BSP has reported that the Hong Fah-B01 well has reached a depth of 1,000 metres, at which casing was set at 7 percent. Late Monday night, drilling of the 6-1/8-inch hole section for the "120" reservoir began, with results expected today. The "120" reservoir is a secondary target to the "140" sand which will be reached by the end of the week.

On behalf of the Board

"Arthur Brown"

Arthur Brown
President and Director

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