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:**

August 29, 2006.

ITEM 3 **News Release:**

News Release dated August 29, 2006, was transmitted by Canada Stockwatch and Market News on August 29, 2006 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 August 29, 2006, by SEDAR.

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

See attached News Release dated August 29, 2006.

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, CEO
Telephone: (604) 630-0280

ITEM 9 **Date of Report**

August 29, 2006.

"Arthur Brown" (signed)
ARTHUR BROWN
CEO

MXM-TSXV **August 29, 2006**
M5H-FRANKFURT
MXMSF-US OTC

MAXIM CLOSES FINANCING OF $1,230,375

Vancouver - Maxim Resources Inc. has closed its non-brokered private placement to 4,921,500 units at $0.25 per unit. Each unit consists of one common share and one half of a share purchase warrant. Each whole warrant entitles the holder to purchase an additional common share at $0.35 per share on or before August 29, 2007.

Finders fees of $96,520 cash and 86,080 units will be paid on the private placement.

The securities issued pursuant to the private placement have a hold period expiring December 30, 2006.

On behalf of the Board

Arthur Brown
CEO

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