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:**
	September 25, 2006.
ITEM 3	**News Release:**
	News Release dated September 25, 2006, was transmitted by Canada Stockwatch and Market News on September 25, 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 September 26, 2006, by SEDAR.
ITEM 4 & 5	**Summary and Full Description of Material Changes:**
	See attached News Release dated September 25, 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**
	September 26, 2006.

"Arthur Brown" (signed)
ARTHUR BROWN
CEO

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

MXM-TSXV September 25, 2006
M5H - FRANKFURT
MXMSF-US OTC

MAXIM ACQUIRES 50% WORKING INTEREST IN PEI PROPERTIES

Vancouver - Maxim Resources Inc. ("Maxim" – TSXV - MXM) has entered into a working interest agreement with Shannon International Inc. ("SHIR") of Dartmouth, Nova Scotia, an arm's-length public oil and gas and technology company, to acquire a 50% working interest in all the rights, title and interest in Prince Edward Island Oil and Gas Permits Numbered 02-01, 04-01 and 04-04 and certain seismic data.

In exchange for the working interest in the Blocks, Maxim has agreed to pay $320,000 to SHIR payable by a current payment of $50,000 and the conversion of an accrued loan with a current balance of $270,000 to this working interest. Maxim has now earned the 50% working interest.

The licensed blocks are comprised of about 376,000 acres primarily onshore in Price Edward Island. To date over $7.5 million has been spent in identifying large oil and gas structures to be drilled and developed.

Finder's fees may be paid in connection with the participation agreement in accordance with TSX Venture Exchange Policies.

On behalf of the Board
"Arthur Brown"
Arthur Brown
President and Director

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

THE TSX VENTURE EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.