ABITEX RESOURCES INC.

FORM 51-102F3
MATERIAL CHANGE REPORT

(i) **Name and Address of Reporting Issuer**

The name and address of the principal office of the reporting issuer is Abitex Resources Inc. (the **"Corporation")**, 615 Avenue Centrale, Suite 201, Val-d'Or, Province of Quebec, J9P 1P9.

(ii) **Date of Material Change**

January 26, 2007.

(iii) **News Release**

The press release regarding the material change described herein was issued on January 29, 2007 at Val-d'Or, Province of Quebec.

(iv) **Summary of Material Change**

The Corporation has amended its existing stock option plan as of January 26, 2007 (the **"Amended and Restated Stock Option Plan")** and has granted to certain directors, employees and consultants additional incentive stock options under the said Amended and Restated Stock Option Plan, the whole subject to the approval of the regulatory authorities and the shareholders of the Corporation, which is to be obtained at the next shareholders' meeting.

(v) **Full Description of Material Change**

The Corporation has amended its existing stock option plan as of January 26, 2007, subject to the approval of the regulatory authorities and the shareholders of the Corporation, which is to be obtained at the next shareholders' meeting. Under the Amended and Restated Stock Option Plan, the number of shares reserved for issuance to eligible optionees is increased to 2,172,085 Common Shares of the Corporation, representing 20% of the current issued and outstanding Common Shares of the Corporation.

The Corporation has also granted to certain directors, employees and consultants additional incentive stock options under the Amended and Restated Stock Option Plan to purchase an aggregate of up to 760,000 Common Shares of the Corporation at a price of 0.30$ per Common Share for a period of five years from the date of the grant and subject to the vesting provisions set out in the Amended and Restated Stock Option Plan. The grant of the said 760,000 incentive stock options is also subject to the approval of the regulatory authorities and the shareholders of the Corporation.

(vi) **Reliance on Confidential Disclosure Provisions**

Not applicable.

(vii) **Omitted Information**

None.

(viii) **Executive Officer**

For further information, please contact Mr. Robert C. Bryce, President and Chief Executive Officer, at (819) 824-6678.

(ix) **Date of Report**

February 2, 2007.

(s)

ROBERT C. BRYCE
President and Chief Executive Officer