This is the form of material change report required under section 85(1) of the Securities Act and section 151 of the *Securities Rules*..

BC FORM 51-102F3

SECURITIES ACT

MATERIAL CHANGE REPORT

Item 1 Reporting Issuer

COMCORP VENTURES INC.
2760 – 200 Granville Street,
Vancouver, BC, V6C 1S4
Telephone: 604 696-3604
Facsimile: 604 687-0043

Item 2 Date of Material Change

December 8, 2005

Item 3 Press Release

News Release issued **March 8, 2006, disseminated under Section 7.1 of NI 51-102.**

Item 4 Summary of Material Change

See attached copy of the **March 8, 2006,** News Release.

Item 5 Full Description of Material Change

See attached copy of the **March 8, 2006**, News Release.

Item 6 Reliance on Section 85(2) of the Act

The Company is not relying on subsection 7.1(2) or (3) of NI 51-102..

Item 7 Omitted Information

There is no omitted information.

Item 8 Senior Officers

Charles Ross, a Director of the Issuer, is knowledgeable about the material change and this report. His business telephone no. is 604 696-3604.

Item 9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver , the 8th day of March, 2006.

"Charles Ross"

Charles Ross
Director

Completion with MC & NR

COMCORP VENTURES INC.
(the "Company")
2760 – 200 Granville Street,
Vancouver, BC, V6C 1S4

Telephone: 604 696-3604
Facsimile: 604 687-0043

NEWS RELEASE

Trading Symbol: CVE.H **March 8, 2006**

COMPLETION OF NON-BROKERED PRIVATE PLACEMENT

The Company wishes to announce that it has completed a private placement of 13,500,000 Units, as approved by the TSX Venture Exchange on December 2, 2005.

Each Unit is comprised of one (1) Common Share and one (1) share purchase warrant which entitles the holder to purchase an additional Common Share of the Issuer up to the close of business in Vancouver, British Columbia on December 8, 2006 at a price of $0.10.

The shares forming part of the Units or which may be exercised upon exercise of the warrants forming part of the units will be subject to a hold period expiring on April 9, 2006.

The net proceeds of the private placement will be used for general working capital.

ON BEHALF OF THE BOARD OF THE DIRECTORS

"Charles Ross"

Charles Ross
Director

The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release.