**FORM 27**
**BC FORM 53-901F**
**MATERIAL CHANGE REPORT**
**Under Section 146(1) of the *Securities Act* (Alberta)**
**Under Section 85(1) of the *Securities Act* (British-Columbia)**
**Section 151 of the *Securities Rules* (British-Columbia), and**
**Under Section 75(2) of the *Securities Act* (Ontario)**

**Item 1 – Reporting Issuer**

Plexmar Resources Inc. ("Plexmar")
2600, boulevard Laurier Suite 857 Sainte-Foy (Québec) G1V 4W2

**Item 2 – Date of Material Change**

February 3, 2004

**Item 3 – News Release**

The press release was issued on September 26, 2003 in Quebec City, Quebec.

**Item 4 – Summary of Material Change**

Acquisition of a mining property located in Peru.

**Item 5 - Full Description of Material Change**

On August 27, 2003, the Corporation concluded a letter of intent with Mr. Tomas Moran Castillo for the acquisition of the property Marilia. According to the agreement, Plexmar shall pay an amount of $380,000 US payable in four instalments of $30,000 US for 2004, $35,000 US for 2005, $30,000 US for 2006, and $35,000 US for 2007, followed by a lump sum of $250,000 US at the end of 2007.

**Item 6 – Reliance on Section 146(2) of the Securities Act (Alberta), 85(2) of the Securities Act (BritishColumbia) and 75(3) Securities Act (Ontario)**

Not applicable

**Item 7 Omitted information**

Not applicable

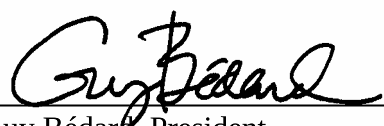
**Item 8 – Senior officer**

Mr. Guy Bédard, President of Plexmar Resources Inc.
Telephone: (418) 658-6776

**Item 9 – Statement of senior officer**

The foregoing accurately discloses the material change referred to in this report.

Quebec City, February 3, 2004



Guy Bédard, President

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