RESSOURCES PLEXMAR INC.
ANNEX 51-102A3
MATERIAL CHANGE REPORT

Item 1 – Reporting Issuer

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

Item 2 – Date of Material Change

February 9th , 2006

Item 3 – News Release

The press release was issued on February 9th , 2006 in Quebec City, Quebec

Item 4 – Summary of Material Change

The Corporation wishes to announce that it has closed the previously announced non-brokered private placement of 20,833,333 units of the Corporation at a price of $0.06 per Unit, for total gross proceeds of $1,250,000.

Item 5 - Full Description of Material Change

The Corporation wishes to announce that it has closed the previously announced non-brokered private placement of 20,833,333 units of the Corporation at a price of $0.06 per Unit, for total gross proceeds of $1,250,000. Each Unit consists of one (1) common share in the capital of the Corporation and one (1) Common Share purchase warrant. Each Warrant shall entitle the holder to acquire one Common Share at a price of $0.12 per share for a period of eighteen months (18) months following the date of closing.

The Offering is subject to the final approval of TSX Venture Exchange. All securities, shares and warrants, issued in connection with this placement are subject to a four (4) month hold period from the date of closing.

A cash commission of 10% will be paid on part of the amount to non-members. Leede Financial markets, Haywood Securities and Canaccord Adams will receive an aggregate of $9,870 and 117,500 share purchase warrants. The commission is 7% of the proceeds and the warrants equal 5% of the number of shares sold. The warrants entitle the holders to purchase common shares at a price of $0.12 per share for a period of eighteen months (18) months following the date of closing.

The net proceeds will be used primarily for exploration work on the Corporation's Peruvian properties and for working capital purposes.

Item 6 – Reliance on Section 7.1(2) and (3) of the Securities Act

No applicable

Item 7 Omitted information

No applicable

Item 8 – Senior officer

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

Item 9 –Date of report

February 13th, 2006

Quebec City, February 13th, 2006

(s) Guy Bédard
Guy Bédard, Chief Executive Officer