

SCHEDULE 51-102F3

Material Change Report

1. Name and Address of the Company

Plexmar Resources Inc. ("Plexmar")
2505 Laurier Blvd, Suite 240
Quebec, Quebec, G1V 2L2

2. Date of Material Change

February 11, 2008

3. News Release

News release was issued on February 11, 2008 and is attached hereto.

4. Summary of Material Change

Plexmar acquired Properties in Peru Adjacent to Bolsa Del Diablo.

5. Full Description of Material Change

5.1 Full Description of Material Change

Plexmar announced the acquisition of five properties in Peru adjacent to its Bolsa del Diablo project. The properties are the Hans X, Hans XX, Hans XXX, Dorado Del Norte 1 and Virgen Del Carmen de Pataz properties. A final agreement was signed on July 24, 2007 to acquire 100% of the mining rights to these properties in an arm's length transaction.

Although this acquisition was reported in the Plexmar's financial statements for the third quarter ended September 30, 2007, the reason Plexmar failed to disclose this agreement in accordance with Exchange Policy is because Plexmar is engaged in talks with the local communities near the properties to obtain a social license. Completion of these talks and issuance of a social license is required prior to Plexmar initiating a drilling program on the properties.

The terms of the acquisition of these properties are as follows :

- Payments in consideration of cash amount to US\$3,600,000. An amount of US\$722,500 has already paid (\$US448,500 in July 2007, \$US100,000 in November 2007 and \$US174,000 in January 2008) and the future payments are as follows:

2008 : May : US\$100,000
 July : US\$249,000
 November : US\$100,000

2009 : January : US\$149,000
 May : US\$100,000
 July : US\$149,000
 November : US\$250,000

2010 : January : US\$222,500
 May : US\$250,000
 July : US\$122,500
 November : US\$450,000

2011 : January : US\$220,500
 July : US\$515,000

- Furthermore, a payment through the issuance of 2,000,000 common shares of Plexmar shall be made as follows subject to approval of the transaction by the TSX Venture Exchange: 500,000 shares upon signing of the contract, 500,000 shares thirty days after the signing of the contract, 500,000 shares six months after the signing of the contract and 500,000 shares twelve month after the signing of the contract. To date no shares have been issued as submission for Exchange approval is only now being submitted.

- Plexmar may terminate this agreement at any time by sending a notary letter.

This transaction is subject to regulatory approvals.

Update on Receivable due from Escondoro Resources Ltd. ("Escondoro")

Plexmar's September 30, 2007 Interim Financial Statements reported \$1,115,903 in accounts receivables due from Escondoro at that date. Further, payment of this accounts receivable would occur at the closing of Escondoro's Initial Public Offering ("IPO") that was expected to take place prior to December 31, 2007. To date Escondoro's IPO has not closed and is now expected to close prior to March 31, 2008, however, since September 30,

2007 Plexmar received \$249,471. As a result an amount of \$866,432 is still receivable by Plexmar from Escondoro.

5.2 Disclosure for Restructuring Transactions

N/A

6. Reliance on subsection 7.1(2) or (3) of *Regulation 51-102 respecting continuous disclosure obligations*

N/A

7. Omitted Information

N/A

8. Executive Officer

For all additional information you may contact Mr. Guy Bédard, President of Plexmar at (418) 658-6776.

9. Date of Report

February 21, 2008

Plexmar Resources Inc.

By : (s) Guy Bédard
Guy Bédard
President



PLEXMAR ACQUIRES PROPERTIES IN PERU ADJACENT TO BOLSA DEL DIABLO

QUÉBEC, February 11 2008 – At the request of the TSX Venture Exchange, Plexmar Resources Inc. (the "Company") (TSX-V:PLE) announces the acquisition of five properties in Peru, adjacent to its Bolsa del Diablo project. The properties are the Hans X, Hans XX, Hans XXX, Dorado Del Norte 1 and Virgen Del Carmen de Pataz properties. A final agreement was signed on July 24, 2007 to acquire 100% of the mining rights to these properties in an arm's length transaction.

Although this acquisition was reported in the Company's financial statements for the third quarter ended September 30, 2007, the reason the Company failed to disclose this agreement in accordance with Exchange Policy is because the Company is engaged in talks with the local communities near the properties to obtain a social license. Completion of these talks and issuance of a social license is required prior to the Company initiating a drilling program on the properties.

The terms of the acquisition of these properties are as follows:

- Payments in consideration of cash amount to US\$3,600,000. An amount of US\$722,500 has already paid (\$US448,500 in July 2007, \$US100,000 in November 2007 and \$US174,000 in January 2008) and the future payments are as follows:

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	July:	US\$515,000

- Furthermore, a payment through the issuance of 2,000,000 common shares of the Company shall be made as follows subject to approval of the transaction by the TSX Venture Exchange: 500,000 shares upon signing of the contract, 500,000 shares thirty days after the signing of the contract, 500,000 shares six months after the signing of the contract and 500,000 shares twelve month after the signing of the contract. To date no shares have been issued as submission for Exchange approval is only now being submitted.
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The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release.

This press release includes certain statements that may be deemed "forward-looking statements". All statements in this release, other than statements of historical facts, that address future exploration drilling, exploration activities and events or developments that the Company expects, are forward looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration successes, continued availability of capital and financing, and general economic, market or business conditions.

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FOR FURTHER INFORMATION PLEASE CONTACT:

Guy Bédard, president
418 658-6776