ANNEXE 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

PLEXMAR RESOURCES INC. (the "**Corporation**")
2505, Laurier blvd, suite 240
Quebec (Quebec) G1V 2L2

2. Date of Material Change

September 18, 2012.

3. News Release

A news release disclosing the material change was issued through Canada Newswire on September 18, 2012 and filed on SEDAR on September 18, 2012.

4. Summary of Material Change

On September 18, 2012, the Corporation entered into a definitive arrangement agreement (the "**Arrangement Agreement**") pursuant to which Dia Bras Exploration Inc. ("**Dia Bras**") has agreed to acquire all of the outstanding common shares of the Corporation at a price of $0.01 per common share, payable in cash, and all outstanding warrants and options to acquire common shares of the Corporation shall be cancelled for no consideration pursuant to a statutory plan of arrangement (the "**Arrangement**") in accordance with the *Business Corporations Act* (Ontario) (the "**OBCA**").

5. Full Description of Material Change

5.1 Full Description of Material Change

Pursuant to the Arrangement Agreement, the Corporation and Dia Bras have agreed to complete the Arrangement whereby Dia Bras will acquire all of the outstanding common shares of the Corporation at a price of $0.01 per common share, payable in cash, and all outstanding warrants and options to acquire common shares of the Corporation shall be cancelled for no consideration.

The board of directors of the Corporation (the "**Plexmar Board**"), after receiving the recommendation of the special committee composed of independent directors of the Plexmar Board, has unanimously approved the Arrangement and the entering into of the Arrangement Agreement. Paradigm Capital Inc. is acting as financial advisor to the Corporation in connection with the Arrangement and has provided the Corporation with its opinion that, subject to the assumptions, limitations and qualifications set forth therein, the consideration to be received by the shareholders of the Corporation is fair, from a financial point of view, to the Corporation's shareholders.

The completion of the Arrangement is subject to the satisfaction of a number of conditions, including but not limited to, receipt of requisite shareholder, court and regulatory approvals. The Arrangement will need to be approved by not less than 66 2/3% of the votes cast by the Corporation's shareholders voting in person or by proxy, at a special meeting of the Corporation's shareholders (the "**Special Meeting**"). In addition, the completion of the Arrangement is subject to the successful continuance of the Corporation as corporation under the OBCA.

Under the terms of the Arrangement Agreement, the Corporation has agreed that it will not solicit or initiate any inquiries or discussions regarding any other business combination or sale of assets and has granted Dia Bras the right to match any superior proposals. The terms of the Arrangement will be summarized in the Corporation's management information circular which will be filed and mailed to the Corporation's securityholders in connection with the Special Meeting in early October, 2012

The Special Meeting to approve the special resolution in respect of the Arrangement is currently expected to be held on October 29, 2012, and the closing of the Arrangement is currently anticipated to be completed in early November, 2012.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on subsection 7.1(2) of *Regulation 51-102 respecting Continuous Disclosure Obligations*

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For any additional information, please contact:

Mr. Guy Bédard
President
Phone: (418) 658-6776 ext. 107

9. Date of Report

September 18, 2012.

PLEXMAR RESOURCES INC.

Par : *(s) Guy Bédard*______________________

Guy Bédard

President