Form 51 – 102F3

Material Change Report

1. **Name and Address of Company**

Dianor Resources Inc.
649 3rd Avenue
2nd Floor
Val d'Or, Québec
J9P 1S7

2. **Date of Material Change**

September 14, 2007.

3. **News Release**

Dianor Resources Inc. ("**Dianor**") issued a press release with respect to the material change described below on September 17, 2007 via Marketwire.

4. **Summary of Material Change**

Dianor held a second closing for $424,999 of its $3.5 million private placement by issuing units to investors in Québec, Ontario and Nova Scotia. Dianor has raised $3,424,999 in this private placement.

5. **Full Description of Material Change**

5.1. **Full Description of Material Change**

On September 14, 2007, Dianor held a second closing for $424,999 of its $3.5 million private placement by issuing units to investors in Québec, Ontario and Nova Scotia. Dianor has raised $3,424,999 in this private placement.

At the second closing, Dianor issued 708,331 units at a price of $0.60 per unit, for gross proceeds to Dianor of $424,999. Each unit consists of one common share and one-half of a common share purchase warrant. Each full warrant entitles the holder to acquire one additional common share at a price of $0.90 until September 14, 2008.

The net proceeds from the private placement will be used for exploration on Dianor's properties in Québec and Ontario and for general corporate and working capital purposes. As a result of the second closing of the private placement, there are 137,025,988 common shares of Dianor issued and outstanding.

Under applicable securities legislation and the policies of the TSX Venture Exchange, all of the securities issued by Dianor at the second closing are subject to a hold period expiring on January 15, 2008.

5.2. **Disclosure for Restructuring Transactions**

Not applicable.

6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

The senior officer who can answer questions regarding this report is Mr. John Ryder, President of Dianor. Mr. Ryder can be reached at (819) 825-7090.

9. **Date of Report**

September 17, 2007.