**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**

   July 29, 2009.

3. **News Release**

   Dianor Resources Inc. ("**Dianor**") issued a press release with respect to the material change described below on July 30, 2009 via Marketwire.

4. **Summary of Material Change**

   On July 29, 2009, Dianor has completed a private placement by issuing an aggregate of 20,000,000 "flow-through" units to four limited partnerships associated with MineralFields Group of Toronto, Ontario at a price of $0.075 per unit, for gross proceeds to Dianor of $1.5 million.

5. **Full Description of Material Change**

   5.1. **Full Description of Material Change**

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   Each unit consists of one "flow-through" common share and one common share purchase warrant. Each warrant entitles the holder to acquire one additional common share of Dianor at a price of $0.105 until July 23, 2011.

   In connection with the closing of the private placement, Dianor paid finder's fees to Limited Market Dealer Inc. and Industrial Alliance Securities Inc. in the aggregate amount of $120,000, representing 8% of the gross proceeds raised in the private placement. Dianor also issued compensation options to Limited Market Dealer Inc. and Industrial Alliance Securities Inc. to purchase up to an aggregate of 1,600,000 units of Dianor, representing 8 % of the number of units sold in the private placement. The compensation options are exercisable at a price of $0.105 per unit for a period of two years. Each unit will be comprised of one common share of Dianor and one common share purchase warrant. Each warrant will entitle the holder to purchase one additional common share of Dianor at a price of $0.105 per share until July 23, 2011.

The proceeds from the private placement will be used for exploration on Dianor's properties in Québec. As a result of the closing of the private placement, there are 201,950,686 common shares of Dianor issued and outstanding.

Under applicable securities legislation and the policies of the TSX Venture Exchange, all of the foregoing securities are subject to a hold period expiring on November 30, 2009.

On July 30, 2009, Dianor announced that, subject to regulatory approval, including that of the TSX Venture Exchange, it will issue an aggregate of 1,111,784 common shares to Ryder & Associates and Foramex Inc. in payment of an aggregate amount of $83,383.80 of debt owing from Dianor to Ryder & Associates and Foramex Inc. The shares will be issued by Dianor at a price of $0.075 per share. Ryder & Associates is a company controlled by John Ryder, the President, Chief Executive Officer and a director of Dianor.

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**

August 7, 2009.