

Form 51-102F3
Material Change Report

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL".

Item 1. Name and Address of Company

Aries Resource Corp. (the "Company")
1255 West Pender Street
Vancouver, B.C.
V6E 2V1

Item 2. Date of Material Change

December 8, 2005

Item 3. News Release

The news release was disseminated through TSX, BC Securities Commission, Alberta Securities Commission, Stockwatch and Market News.

Item 4. Summary of Material Change

The Company is pleased to announce that the TSX Venture Exchange has accepted for filing a property option agreement between the Company and an arms'-length vendor.

Item 5. Full Description of Material Change

Aries Resource Corp. (the "Company" or "Aries") is pleased to announce that the TSX Venture Exchange has accepted for filing a property option agreement between the Company and an arms'-length vendor allowing the Company to earn a 100% interest in a prospective mineral property known as the "Tower Property" which consists of a single 8 unit claim covering an area of approximately 2900 hectares in the Liard Mining Division of British Columbia. The Tower Property covers the Tower of London Range, just east of the core of the Company's Trident Property claims. Upon the receipt of regulatory approval, the Company can earn a 100% interest by paying \$20,000 and issuing 650,000 Common shares to the optionor. A 1% NSR has also been granted to the optionor, which may be purchased by the Company for \$1,000,000.

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

Nothing in this form is required to be maintained on a confidential basis.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

Reza Mohammed, President
Phone: (604) 839-7392

Item 9. Date of Report

Dated at Vancouver this 8th day of December, 2005.

By: Aries Resource Corp.

"Reza Mohammed"

Reza Mohammed, President & C.E.O.