FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Temex Resources Corp. (the "Corporation"),
141 Adelaide Street West, Suite 1000
Toronto, Ontario M5H 3L5

Item 2. Date of Material Change

April 12, 2006.

Item 3. News Release

A news release was issued in Toronto, Ontario on April 12, 2006 and disseminated through CNW Group as required under section 7.1 of National Instrument 51-102 and is attached hereto as Schedule "A".

Item 4. Summary of Material Change

The Corporation has entered into an agreement with National Bank Financial Inc. for a "best efforts" private placement of up to 7,142,860 units at a price of $0.70 per unit for gross proceeds of approximately $5,000,000. Each unit will be comprised of one common share and one-half of one common share purchase warrant. Each whole common share purchase warrant will entitle the holder to purchase one common share of the Corporation at a price of $0.85 for an 18-month period.

Item 5. Full Description of Material Change

The material change is fully discussed in the Corporation's news release attached hereto as Schedule "A". No information other than that provided in the referenced press release is presently available.

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

Ian Campbell, President & Chief Executive Officer, 141 Adelaide Street West, Suite 1000, Toronto, Ontario, M5H 3L5; Phone: (416) 862-2246; Fax: (416) 862-2244.

Item 9. Date of Report

DATED at Toronto, Ontario this 21st day of April, 2006.

SCHEDULE “A”

TEMEX RESOURCES CORP
1000-141 Adelaide Street West
Toronto Ontario M5H 3L5
tel: 416-862-2246 fax: 416-862-2244
website: www.temexcorp.com

TME” TSX Venture Exchange
Shares Outstanding: 43.8 million

10-2006

NEWS RELEASE

April 12, 2006

TEMEX ANNOUNCES A $5 MILLION FINANCING

Not for distribution to U.S. Newswire Service or for Dissemination in the United States

TORONTO, ONTARIO: **Temex Resources Corp.** (TME, TSX Venture Exchange) (the “Company” or "Temex") is pleased to announce that it has entered into an agreement with National Bank Financial Inc. for a “best efforts” private placement of up to 7,142,860 units at a price of $0.70 per unit for gross proceeds of approximately $5,000,000. Each unit will be comprised of one common share and one-half of one common share purchase warrant. Each whole common share purchase warrant will entitle the holder to purchase one common share of the Company at a price of $0.85 for an 18-month period. The offering is scheduled to close on or before April 27th, 2006 and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory approvals.

Gross proceeds from the offering will be used to fund development work on the Company’s Canadian properties, and for general corporate purposes.

The securities offered have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer of securities for sale in the United States or Canada or the solicitation of an offer to buy securities in the United States or Canada, nor shall there be any sale of the securities in any jurisdiction or state in which such offer, solicitation or sale would be unlawful.

Temex Resources Corp. is a Canadian exploration company focused on aggressively exploring and developing its precious metals projects in northeastern Ontario, while advancing its Wilson Lake diamond project primarily in northeastern Ontario. For further information please visit the Temex website or contact Ian Campbell at 416-862-2246.

This news release may contain forward-looking statements. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements.

On behalf of the Board of Directors,

"Ian Campbell"

Ian Campbell
President and CEO