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 20, 2006.

Item 3. News Release

A news release was issued on behalf of the Corporation by National Bank Financial Inc. in Toronto, Ontario on April 20, 2006 and disseminated through CCNMatthews 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 to complete a private placement financing at a price of $0.65 per unit for gross proceeds of approximately $5,000,000.20 on a best-efforts agency basis, through a sydicate led by National Bank Financial Inc. 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 until April 27, 2008. The financing is scheduled to close on or about April 27, 2006 and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory approvals.

Item 5. Full Description of Material Change

The material change is fully discussed in the 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 25th day of April, 2006.

SCHEDULE "A"

Temex Arranges a $5 Million Unit Offering

10:03 EDT Thursday, April 20, 2006

TORONTO, ONTARIO--(CCNMatthews - April 20, 2006) -

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Temex Resources Corp. ("the Company")(TSX VENTURE:TME) is pleased to announce that it has entered into an agreement to complete a financing at a price of $0.65 per unit for gross proceeds of $5,000,000.20, on a best-efforts agency basis, through a syndicate led by National Bank Financial Inc. Each unit is 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, until April 27th, 2008. The offering is scheduled to close on or about 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 Resource Corporation is a Canadian exploration company exploring for gold and diamonds. Temex's gold properties are located in Ontario while its diamond projects are located in Ontario (Wilson Lake) and Nunavut (Hood River).

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.

FOR FURTHER INFORMATION PLEASE CONTACT:

Temex Resources Corp.
Ian Campbell
President & CEO
(416) 862-2246