

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

Amerigo Resources Ltd. ("Amerigo")
3083 Three Bentall Centre, Box 49298
595 Burrard Street
Vancouver, B.C. V7X 1L3
Telephone: (604) 681-2802

Item 2: Date of Material Change

State the date of the material change.

March 17, 2006

Item 3: News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

The News Release was disseminated on March 17, 2006, to the Toronto Stock Exchange as well as through various other approved public media and was SEDAR filed with the British Columbia, Alberta, Manitoba and Ontario securities commissions as well as the Autorité des marchés financiers.

Item 4: Summary of Material Change(s)

Provide a brief but accurate summary of the nature and substance of the material change.

The Company has, further to its news release of February 21, 2006, closed a financing of 7,000,000 common shares of the Company at the price of \$2.60 per share to raise gross proceeds, before expenses and underwriters' fees, of \$18,200,000.

Item 5: Full Description of Material Change

The Company has, further to its news release of February 21, 2006, closed a financing of 7,000,000 common shares of the Company at the price of \$2.60 per share to raise gross proceeds, before expenses and underwriters' fees, of \$18,200,000. The offering was led by Raymond James Ltd. and included MGI Securities Inc. and Salman Partners Inc. The net proceeds from the Offering will be used to fund ongoing corporate development and for general corporate purposes.

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

If this report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

Not applicable.

Item 7: Omitted Information

State whether any information has been omitted on the basis that it is confidential information.

Not applicable.

Item 8: Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Michael J. Kuta
3083 Three Bentall Centre, Box 49298
595 Burrard Street
Vancouver, B.C. V7X 1L3
Telephone: (604) 681-2802

Item 9: Date of Report

DATED at Vancouver, British Columbia, this 17th day of March, 2006.