FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 NAME AND ADDRESS OF COMPANY

Medallion Resources Ltd. (“the Company” or “Medallion”)
#511 – 475 Howe Street
Vancouver, B.C. V6C 2B3

Item 2 DATE OF MATERIAL CHANGE

January 21, 2009

Item 3 NEWS RELEASE

Pursuant to Section 7.1 of National Instrument 51-102 a news release was issued on January 21, 2009 and distributed through Canada Stockwatch, Market News, and Canada Newswire. The news release was filed with the TSX Venture Exchange, the British Columbia Securities Commission and the Alberta Securities Commission via SEDAR.

Item 4 SUMMARY OF MATERIAL CHANGE

The Company announced it has executed a definitive agreement with Romaine River Titanium Inc., pursuant to which the Company was granted an option to acquire a 100% interest in the Everett Iron-Titanium Property, in Quebec.

Item 5 FULL DESCRIPTION OF MATERIAL CHANGE

The Company announced that, following extensive due diligence, it has executed, with privately held Romaine River Titanium Inc (“RRT”), a definitive option agreement (the “Option Agreement”) that grants to the Company the option (the “Option”) to acquire a 100% legal and beneficial interest (in the Everett iron-titanium property (“Everett Property”). The Everett Property consists of 60 claims, located three kilometres east of the Rio Tinto-owned Lac Allard iron-titanium mine in Duplessis County, Quebec. The Everett Property is potentially one of the world’s largest iron-titanium occurrences, with a historical 234-million-tonne estimated resource.* The Option Agreement has been conditionally accepted by the TSX Venture Exchange (the “Exchange”); however, it remains subject to final Exchange acceptance pending the completion of a technical report prepared and filed in accordance with National Instrument 43-101 (“NI 43-101”) – Standards of Disclosure for Mineral Projects, and a financial plan to support the recommended advancement of the Everett Property. The technical report and financial plan are in progress.

Terms of the Option Agreement

In consideration of the grant of the Option, the Company, among other things, must pay to RRT an aggregate of $30,000 in installment payments on or before May 30, 2009, of which $5,000 has already been paid and will issue to RRT 100,000 common shares of the Company (collectively the “Initial Payments”) upon receipt of final Exchange acceptance to the grant of the Option.

In order to maintain the right to exercise the Option and acquire a 100% interest in the Romaine Property, the Company is required to pay to RRT on or before December 31, 2012, an aggregate of $480,000 in installments, issue to RRT an additional aggregate of 800,000 common shares of the Company and incur an aggregate of $6,000,000 in optional expenditures on the Everett Property (collectively, the "Option Payments"). These expenditures include an obligation that the Company incurs an aggregate of $750,000 in expenditures on the Everett Property on or before December 31, 2009 and produces, on or before December 31, 2011, a technical report in accordance with NI 43-101 to confirm measured and/or indicated mineral resources on the Everett Property. The Option Agreement permits the Company to extend the term of the Option to August 31, 2013, in the event that the Company defers a portion of the required expenditures due by December 31, 2012 and agrees to expend the deferred shortfall, plus a premium, by August 31, 2013. In the event that the Company wants to exercise the Option at an earlier date, the Company has the right to complete the Option Payments at any time prior to the required dates set out in the Option Agreement. The Everett Property is not subject to any royalties.

On completion of the above mentioned Initial Payments and Option Payments and provided that the Company has not less than $4,000,000 in working capital on hand and no long-term unconvertible debt, the Company will have the right to exercise the Option and acquire the Everett Property by paying to RRT an additional $1 million and by issuing to RRT that number of common shares of the Company so that RRT will then hold, inclusive of all shares previously issued to RRT, an aggregate of 50% of the then issued and outstanding common shares in the Company. In addition, the Company will also grant to RRT the right to acquire, for no additional consideration, a proportion of the number of common shares in the Company which are subsequently issued upon exercise of any warrants of the Company outstanding at the date of the exercise of the Option based on the extent to which such warrants are in the money when exercised. The Company will also grant to RRT the right to acquire, for no additional consideration, such number of common shares of the Company as is equal to the number of any Shares in the Company that are subsequently issued upon conversion of any special warrants, subscription receipts and convertible debt instruments of the Company (excluding stock options), which are outstanding at the date of the exercise of the Option.

Prior to the exercise of the Option, the Company has also granted to RRT the right to acquire up to 10% of the securities issued in any equity financing of the Company on the terms and conditions applicable to other investors in such financing.

Subject to regulatory acceptance, the Company has also agreed upon request of RRT to appoint one nominee of RRT to the board of directors of the Company, and upon exercise of the Option to appoint nominees of RRT to comprise 50% of the members of the board of directors of the Company.

** The historical resource estimate and the Everett property reports supporting the estimate were prepared before the introduction of NI 43-101. They may not be relied upon until they are confirmed using methods and standards that comply with those required by NI 43-101. The potential for the Everett Property mineralization to replicate the historical resource estimate, or for new data to expand its tonnage and grade, is conceptual and is based on historical reports and field observations, which cite approximate lengths, widths, depths, grades, metallurgical test work and projections of the historical resource. Investors are cautioned that a qualified person has not yet completed sufficient exploration, test work or examination of past work to define a resource that is currently compliant with NI 43 -101. The Company further cautions that there is a risk that exploration and test work will not result in the delineation of such a currently compliant resource. Neither the Company nor its personnel treat the historical resource estimate or the historical data as representing a current mineral resource, as defined under NI 43-101, nor do they rely upon the estimate or the data for evaluation purposes; however, these data are considered relevant and will be used to guide exploration as the Company develops new data to support a current mineral-resource estimate in accordance with the requirements of NI 43-101.*

Item 6 RELIANCE ON CONFIDENTIAL FILING PROVISIONS

N/A

Item 7 OMITTED INFORMATION

There has been no information omitted.

Item 8 EXECUTIVE OFFICER

The Following Executive Officer is knowledgeable about the material change and this report and may be contacted regarding the change:

William Bird
President

Telephone: (604) 681-9558

Item 9 DATE OF REPORT

January 27, 2009