

FORM 53 –901F

MATERIAL CHANGE REPORT

SECTION 85(1) OF THE SECURITIES ACT (B.C.)
SECTION 118(1) OF THE SECURITIES ACT (AB.)

Item 1. Reporting Issuer

**MAXY GOLD CORP.
1588-609 Granville Street
Vancouver, BC V7Y 1G5
Telephone: (604) 688-8811
Facsimile: (604) 688-0367**

Item 2. Date of Material Change

February 6, 2004

Item 3. Press Release

State the date and place(s) of issuance of the press release issued:

February 6, 2004 - Issued to the TSX Venture Exchange and disseminated through Vancouver Stockwatch and CCN Matthews.

Item 4. Summary of Material Change

Please see attached

Item 5. Full Description of Material Change

Please see attached

Item 6. Confidentiality

Reliance on: Section 85(2) Securities Act (British Columbia)
Section 118(2) Securities Act (Alberta)

This report is not being filed on a confidential basis.

Item 7. Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8. Senior Officer

Contact: **S. Paul Simpson, Corporate Secretary**
Telephone #: **(604) 633-4286**

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

MAXY GOLD CORP.

"S. Paul Simpson"
S. Paul Simpson, Corporate Secretary

DATED at Vancouver, B.C., this 6th day of February, 2004.

Trading Symbol: MXD -- TSX Venture

February 6, 2004

Press Release

Investor Relations Firm Hired

VANCOUVER, February 6, 2004 – MAXY GOLD CORP. (“Maxy”) is pleased to announce that it has retained the Los Angeles area firm of National Media Associates (“NMA”) to conduct media awareness programs on behalf of Maxy. Headed by Mr. George Duggan, NMA is a long-term media-relations specialist in the natural resource and gold exploration sectors.

Maxy will pay NMA a monthly fee of \$US 3,000 under the terms of a six-month service agreement which is, however, subject to cancellation after four months upon presentation of 30-days’ written notice. Pursuant to the agreement, and subject to Exchange approval, Maxy Gold will also grant 150,000 incentive stock options to NMA, exercisable at a price of \$1.40 each for a period of three years.

Maxy Gold Corp.

“Lou Duarte”, President & CEO

For further information: Maxy Gold Corp.: Lou Duarte, President: telephone: (604) 688-8811, Email: lduarte@maxygoldcorp.com

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release