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

March 8, 2004

Item 3. Press Release

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

March 8, 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., as of the 8th day of March, 2004.

美星金矿公司
Suite 1578, 609 Granville Street
Vancouver, BC, Canada V7Y 1G5
tel. 604 688 8811
fax. 604 688 8852

MAXY GOLD CORP

PRESS RELEASE

Trading Symbol: MXD.TSXV March 8, 2004

Maxy Options the Midu Gold Project, Yunnan Province, P.R. China

VANCOUVER, March 8, 2004: Maxy Gold Corp ("Maxy") is pleased to report that its wholly owned subsidiary has negotiated and concluded a formal Cooperative Joint Venture Contract with Yunnan Geology and Mining Co. Ltd.. ("YGM") to acquire a 75% interest in the Midu Gold Project, located in Yunnan Province, P.R. China. The Midu Gold Project comprises three exploration permits totaling 189.07 square kilometers, located approximately 200 km west of Kunming, the capital city of Yunnan Province.

Geologically, the project area is located within the prolific north-west trending poly-metallic metallogenic belt just north of the giant Red River Structure Zone which hosts numerous copper-gold porphyries, gold, copper-nickel, lead-zinc and platinum group metal deposits and prospects. The project occurs near the extremities of the over 1,000 km north-south trending belt developed within the Panxi continental rift, which has developed along the margin of the Yangtze Craton in the provinces of Sichuan and Yunnan. Gold mineralization on the Midu Gold Project is hosted within Triassic, Cretaceous and Tertiary sedimentary rocks that have been deformed, altered and intruded by a series of unsubdivided ultramafic bodies, diabase dykes and granitic plutons.

Limited trenching on one permit area has identified two gold mineralized zones. Zone I is traced over an area 50 meters by 40 meters and has returned gold values ranging from 0.5 to 3.32 g/t Au. Zone II has been outlined over an area of 200 meters by 90 meters and returned gold values ranging from 1.12 to 26.4 g/t Au. Grab sampling within Zone II yielded high grade gold assays of 159 g/t and 71.5 g/t.

The two other permit areas cover a strong north-west trending gold in soil geochemical anomaly with values of up to 263 ppb Au. Grab samples of boudinaged quartz veins and sheared quartz sandstones returned values in the range of 2.24 to 12.6 g/t gold. A trench intercepted a 7.4 meter mineralized zone with an average grade of 3.8 g/t Au.

Under the terms of the Cooperative Joint Venture Agreement a Sino-Foreign Joint Venture Cooperative Company will be formed with YGM. Maxy has the right to earn a 75% interest in the Cooperative Company by investing US$750,000 over two years, plus payments to YGM totaling US $100,000 over two years. After Maxy has earned its 75% interest, contributions to the Cooperative Company will be made pro rata, 75% by Maxy and 25% by YGM. YGM's interest can be diluted to not less than 10% if they elect not to make cash contributions.

Maxy will initiate an exploration program once all required approvals are received .

Maxy Gold Corp. is exploring for precious metals in China and is currently carrying out an exploration program on the Niubo – Dichu Property within the greater Luchun Gold Project.

Statements in this press release other than purely historical information, including statements relating to the Company's future plans and objectives or expected results, constitute forward-looking statements. Forward-looking statements are based on numerous assumptions and are subject to all of the risks and uncertainties inherent in the Company's business, including risks inherent in resource exploration and development. As a result, actual results may vary materially from those described in the forward-looking statements.

Maxy Gold Corp.

"Lou Duarte", President & CEO

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