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.
1578-609 Granville Street
Vancouver, BC V7Y 1G5
Telephone: (604) 688-8811
Facsimile: (604) 688-0367

Item 2. Date of Material Change

September 6, 2005

Item 3. Press Release

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

September 6, 2005 - Issued to the TSX Venture Exchange and disseminated through Vancouver Stockwatch and CCN Matthews.

Item 4. Summary of Material Change

Please see below.

Item 5. Full Description of Material Change

VANCOUVER, BRITISH COLUMBIA September 6, 2005—**Maxy Gold Corp. ("MXD")** advises that the private placement announced August 15, 2005 was over-subscribed and has now closed. A total of 3,025,000 Units were sold at $0.40 per Unit with each Unit comprised of one common share and one-half share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share at a price of $0.80 per share for a period of two years.

The securities issued are subject to a hold period expiring January 2, 2006.

The proceeds of the placement will be applied to the ongoing exploration and drilling programs underway on the Niukong and Niubo-Dichu areas of the Luchun Gold Project, as well as funding initial exploration of the exciting copper discovery on the Niujaozai property of the Luchun Project.

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: **Andre Gauthier, President**
Telephone #: **(604) 688-8811**

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

MAXY GOLD CORP.

"Andre Gauthier"
Andre Gauthier, President

DATED at Vancouver, B.C., as of the 6th day of September, 2005.