NORMABEC MINING RESOURCES LTD.

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 **Name and address of the Company**

Normabec Mining Resources Ltd.
144 De Normandie
St-Bruno (Québec)
J3V 2C3

Item 2 **Date of material change**

December 29, 2005

Item 3 **News release**

The press release was issued and distributed through Stockwatch on January 3, 2006.

Item 4 **Summary of material change**

Closing of a brokered private placement for total proceeds of $195,000.

Item 5 **Full description of material change**

Normabec announces the closing of a private placement for total proceeds of $195,000 with investors of the Province of Quebec.

The proceeds will be used on the Pitt Gold Property located in the Duparquet Township where more than 9,334 meters of drilling were performed in 2005 along the famous Destor-Porcupine Fault. Results have showed significant gold values intersected in all holes.

NORMABEC issued a total of 1,560,000 flow-through shares and 390,000 common shares at a price of 10 cents per share. The flow-through shares and the common shares are subject to a four month hold period from the closing.

A cash commission amounting to $18,000 was paid on the proceeds of the offering to Valeurs Mobilières Banque Laurentienne (VMBL). NORMABEC also issued to VMBL compensation warrants corresponding to 132,000 purchase warrants. Each non-transferable compensation warrant entitles the holder to subscribe for one common share of NORMABEC at a price of $0,10 per share for a period of 24 months following the closing. The compensation warrants are also subject to a four month hold period.

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Robert Ayotte, President
Tel. (450) 441-9177
Fax. (450) 653-3721

Item 9 Date of Report

January 4, 2006