FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. **Name and Address of Company**

Tres-Or Resources Ltd. (the “Issuer”)
1934 – 131 Street
White Rock, BC V4A 7R7

Item 2. **Date of Material Change**

March 16, 2009

Item 3. **News Release**

The Issuer issued a news release dated March 16, 2009, a copy of which is attached. The news release was disseminated through Market News and Stockwatch and is available to view on the Tres-Or web site at: www.tres-or.com.

Item 4. **Summary of Material Change**

The Issuer announced that it closed the second and final tranche of the private placement previously announced on February 13, 2009.

Item 5. **Full Description of Material Change**

The Issuer announced that it closed the second and final tranche of a private placement previously announced on February 13, 2009. The Issuer issued 666,664 units at $0.06 per unit. Each unit consists of one common share and one share purchase warrant, each warrant entitling the holder to acquire one common share at a price of $0.08 per share in the first year and $0.10 per share in the second year. All securities are subject to a hold period expiring on July 13, 2009.

The proceeds from the private placement will be used for general working capital.

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

Not applicable

Item 7. **Omitted Information**

No information has been omitted on the basis that it is confidential information.

Item 8. **Executive Officer**

To obtain further information contact Laura Lee Duffett, the President of the Issuer, at (604) 688-8700.

Item 9. **Date of Report**

March 16, 2009

TRES-OR RESOURCES LTD.

#620– 475 Howe Street, Vancouver, BC, Canada, V6C 2B3 Web Site: www.tres-or.com Email: info@tres-or.com

March 16, 2009 TSX Venture**: TRS**

NEWS RELEASE

Private Placement

Tres-Or Resources Ltd. (the "Company") is pleased to announce the closing of the second and final tranche of the private placement announced on February 13, 2009. The Company has issued 666,664 units at a price of $0.06 per unit for gross proceeds of $40,000. Each unit is comprised of one common share and one share purchase warrant, each warrant entitling the holder to purchase one common share of the Company at a price of $0.08 during the first year and $0.10 during the second year. All securities are subject to a hold period expiring on July 13, 2009.

The proceeds from the private placement will be used for general working capital.

ON BEHALF OF THE BOARD OF DIRECTORS OF TRES-OR RESOURCES LTD.

"*Laura Lee Duffett*"

Laura Lee Duffett
Director

For further information contact:
Laura Lee Duffett, P.Geo. President
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About Tres-Or Resources Ltd.

Tres-Or Resources Ltd. (TSX Venture: TRS) is a Canadian resource exploration company focused on the exploration of diamond and precious/base metal properties in Canada. The properties which the Company owns or which it is currently evaluating for acquisition are located in the traditional mining areas of northeastern Ontario and northwestern Quebec. Tres-Or discovered the largest diamond-bearing kimberlite in Ontario, the Lapointe Kimberlite Pipe. Tres-Or's Quebec projects host 6 kimberlite bodies discovered by drilling. Tres-Or's Mann platinum/palladium project, located 46 km northeast of Timmins, Ontario hosts shallow, in-situ Pt-Pd mineralization. All the Tres-Or projects in the Temagami and Timiskaming regions of Ontario and Quebec have excellent infrastructure to support exploration and development. Roads, power and a qualified workforce are all in close proximity. Tres-Or has signed a historic Diamond Exploration Agreement with the Timiskaming First Nation on traditional territorial lands in Ontario and Quebec. Additional information related to the Company is available at www.tres-or.com.