

Form 51-102F3
Material Change Report

**MATERIAL CHANGE REPORT UNDER
NATIONAL INSTRUMENT NO. 51-102**

Item 1 Name and Address of Company

BrazMin Corp.
c/o Tau Capital Corp.
110 Sheppard Avenue East
Suite 610
Toronto, ON M2N 6Y8

Item 2 Date of Material Change

February 10, 2006

Item 3 News Release

On February 10, 2006, a news release in respect of a material change was disseminated through Canada NewsWire, Canadian Disclosure Network.

Item 4 Summary of Material Change

The material change is described in the Company's press releases attached hereto as Schedule "A", which press release is incorporated herein.

Item 5 Full Description of Material Change

No information other than that provided in Item 4 above is presently available.

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

This report is not being filed on a confidential basis.

Item 7 Omitted Information

No information has been omitted.

Item 8 Executive Officer

Anthony H. Ransom, Chief Executive Officer and President
(416) 361-9636

Item 9 Date of Report

February 15, 2006

SCHEDULE “A”

Attention Business Editors:
BrazMin Corp. Closes Financing

ROAD TOWN, Tortola, British Virgin Islands, Feb. 10 /CNW/ - BrazMin Corp. (TSX: BZM) is pleased to announce that the bought deal private placement (previously announced on January 23, 2006) closed today. Canaccord Capital Corporation (as Lead Underwriter), Haywood Securities Inc. and Westwind Partners Inc. exercised their option to purchase an additional 2,500,000 units, resulting in BrazMin issuing 5,000,000 units at C\$2.00 per unit, generating gross proceeds of C\$10,000,000.

Each Unit consists of one common share of BrazMin and one-half of one common share purchase warrant. Each whole warrant entitles the holder thereof to purchase one common share of BrazMin at a price of \$2.75 per share until February 10, 2008, provided that in the event that the closing price of the common shares of BrazMin on the Toronto Stock Exchange exceeds \$3.50 for any period of 10 consecutive trading days after the date hereof, BrazMin may accelerate the expiry date of the warrants by giving notice to the holders thereof and in such case the Warrants will expire on the 30th calendar day after the date of such notice.

The net proceeds from the private placement will be used to advance exploration and development of its exploration projects, including the Sao Jorge Gold Project, and for general corporate purposes.

These securities have not been and will not be registered under the United States Securities Act of 1933, as amended, or the securities laws of any state and may not be offered or sold in the United States or to US persons (as defined in Regulation S of the US Securities Act) unless an exemption from registration is available.

About BrazMin

BrazMin is engaged in the search for, acquisition, exploration and development of high quality gold projects primarily in Brazil.

After the closing of this bought deal, BrazMin has 25,817,074 shares outstanding (35,113,745 shares fully diluted) and cash of approximately CDN \$14.5 million.

This document may contain or refer to forward looking information based on current expectations. Forward-looking statements are subject to significant risks and uncertainties, and other factors that could cause actual results to differ materially from expected results. These forward-looking statements are made as of the date hereof and we assume no responsibility to update or revise them to reflect new events or circumstances.

%SEDAR: 00008215E

/For further information: Alan Friedman, T: (416) 361-9636,
E: friedman(at)taucapital.com/
(BZM.)

CO: BrazMin Corp.

CNW 14:59e 10-FEB-06