AQUILINE RESOURCES INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

AQUILINE RESOURCES INC., The Exchange Tower, 130 King Street West, Suite 3680, Toronto, Ontario, M5X 1B1.

Item 2. Date of Material Change

October 7, 2008.

Item 3. News Release

The Press Release was sent on October 7, 2008 via Marketwire—Toronto, Ontario.

Item 4. Summary of Material Change

For further information, attached hereto is a copy of the Press Release.

Item 5. Full Description of Material Change

For further information, attached hereto is a copy of the Press Release.

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

Confidentiality is not requested.

Item 7. Omitted Information

No information has been omitted in respect of the material change.

Item 8. Executive Officer

Marc Henderson, President & CEO, [416] 599-4133.

Item 9. Date of Report

October 7, 2008.

FOR IMMEDIATE RELEASE **Trading on TSX (Symbol: AQI)**
October 7, 2008

Aquiline Receives Positive Scoping Study on Navidad's Loma de La Plata Zone; Average Yearly Silver Production of 15 Million Ounces

All currency references in $US unless otherwise stated

TORONTO, Canada: Aquiline Resources Inc. (TSX: AQI) ("Aquiline" or "the Company") is pleased to announce delivery of a Preliminary Economic Assessment ("Scoping Study") conducted on the Loma de La Plata ("Loma") zone that forms part of Aquiline's 100% owned Navidad project in Chubut Province, Argentina. The Loma zone is a near-surface, high grade silver zone with minimal base metals estimated to contain 9.1 million tonnes (Indicated) at average grades of 225 g/t Ag, or 66 million contained ounces Ag, plus 17.3 million tonnes (Inferred) at average grades of 159 g./t Ag, or 89 million contained ounces Ag at a cut-off grade of 50 g/t Ag equivalent (Snowden Mining Industry Consultants, December, 2007). Based on the 2007 global resource estimate of 606 million contained silver ounces (all categories) distributed over seven identified zones, Loma accounts for one zone, containing roughly 25% of the silver ounces in the Navidad deposit. The Scoping Study was performed in compliance with NI 43-101 regulations by Snowden Mining Consultants Pty Ltd. ("Snowden") of Brisbane, Australia under the direction of Peter Myers, Group General Manager - Mining. Highlights of the project financial modeling results, based on a production rate of 10,000 tpd of ore, a silver price of $12.52/oz and a copper price of $3.23/lb (three year average prices) are as follows:

- Average yearly silver production of 15 million ounces, with peak production in the first year estimated up to 23 million ounces
- Ore supply from the first of two pits accounts for virtually all ore to be mined in the first three years of production, at an average grade of 231 g/t silver before declining to an average grade of 140 g/t Ag in the cutback pit mining inventory, the main source of ore mined from Year 4 onward
- 25 month payback period
- Stripping ratio under 1:1 for first stage pit
- Initial pit mining and processing costs of $4.75/oz Ag while first pit is mined, increasing as the cutback pit is mined due to higher strip and lower grade
- Pre-production capital expenditures of $272.6 million, most of which supports a processing plant handling throughput of 10,000 tpd (3.65 Mtpa) capable of being expanded to 30,000 tpd
- Net present value (NPV) pre-tax @ 7.5% of $135.6 million, IRR of 22 %
- 80% silver recoveries using conventional flotation to produce a concentrate grading approx. 50 kilograms silver per tonne of concentrate
- Estimated personnel count of 450 during mine construction and up to 342 during mine operations

Based on Scoping Study estimates, the mine will produce on average 15 million silver ounces per annum for 6.6 years at average operating cash costs of $5.22/oz. The full NI 43-101 Technical Report will be filed on SEDAR shortly, and posted to the Aquiline website at www.aquiline.com.

Marc Henderson, Aquiline President & CEO, commented as follows:

"We are pleased with the results of the Scoping Study released today, which was undertaken to generate preliminary economics and to facilitate our next step of advancement. We are currently in a dialogue with the provincial government concerning development of the project in a safe and responsible way with special emphasis on the preservation and remediation of the environment. The relevant environmental impact studies are being prepared to be submitted to the provincial entities for their consideration. Based on these economics, the Loma zone provides the basis to commence silver production at Navidad on a robust deposit. Grades starting at 231 g/t silver are comparable to some of the world's existing underground silver mines. We are also accelerating additional metallurgical test work on other high grade silver zones with apparently comparable mineralogy, including the recently discovered, high grade Valle Esperanza zone. If flotation characteristics from this zone and other neighbouring zones display similar response, it could materially impact the economics of the initial phase of operations at Navidad."

Next Steps
Finally, environmental and hydrology data compilation and testing has commenced, in anticipation of Under the direction of John Wells, Aquiline's Consulting Metallurgist of JAWMETC, new Loma samples and nine variability composite samples from each of Valle Esperanza and Barite Hill have been collected and shipped for analysis to G & T Metallurgical Services Ltd. ("G & T") for analysis to be performed in the fourth quarter of 2008. The Barite Hill zone contains 6.5 million tonnes grading 176 g/t or 37 million contained silver ounces (Indicated) and 0.4 million tonnes grading 44 g/t or 1 million contained silver ounces (Inferred), with low lead grades (0.38%) in the Indicated resource. The Valle Esperanza zone is not included in the Snowden Technical Resource Estimate of 2007, but based on reported results of roughly 40 drill holes, appears to contain high grade silver with low base metal values. If the metallurgy for these zones exhibits similar responsiveness to conventional flotation testwork, then the metallurgy program and pre-engineering program will be accelerated toward a wider Scoping Study or Pre-Feasibility Study. Such a study would encompass material from Loma and other deposit areas that could be processed with incremental infrastructure additions, as the main capex will be re-paid in the first 25 months of production from Loma. Further drill results on Valle Esperanza are anticipated to be reported in the fourth quarter this year, and an updated resource estimate incorporating Valle Esperanza and expansion from the other zones is anticipated in the first quarter of next year. Metallurgical results are expected late in the fourth quarter this year or early in the first quarter of 2009. required baseline information to follow the Pre-Feasibility or Feasibility Study that will be contingent on further advancement of the deposit.

Study Assumptions and Sensitivities
Selling prices of $12.52/oz Ag and $7,110/t Cu are based on three year average prices, and assume treatment through a copper smelter. A change of $1.00/ounce in the selling price of silver results in a change of roughly $59.8 M to NPV; in other words, at $14.00/ounce, the NPV rises to $224.0 M and at $9.20/ounce, it is cash break-even.

Total costs (including fixed and mobile capex, process and administration, ore and waste mining and royalties) have been estimated to be $40.70/ tonne processed or $7.10 per silver ounce mined. The largest components of these costs on a per silver ounce basis are fixed capex ($1.85), process and admin. ($2.00) and royalties ($1.44), comprised of a 3% provincial royalty, 1% Chubut Silver & Gold tax and 10% export tax duty payable to the government of Argentina on the export of concentrate.

Start-up capital expenditures of $272.6 million are comprised mainly of $198.6 million for the process plant, which will operate at daily throughput of 10,000 tpd with the plant layout providing for expansion to 30,000 tpd. After total direct and indirect costs of $124.6 million, EPCM @18% direct and indirect costs is added ($22.4 million), and contingency @ 35% of direct, indirect and EPCM items ($51.5 million) are added for total process plant capital of $198.6 million.

The highest sensitivities are to grade and recoveries, where a silver recovery improvement to 85%, for example, increases NPV from $135.6 million to $180.0 million. .

Qualified Person

Under the guidelines of the 43-101 National Instrument, the Qualified Persons for the Technical Report are Peter A. Myers, Group General Manager –Mining and Principal Consultant and Pamela L. De Mark, Senior Consultant, both of Snowden Mining Industry Consultants Inc. The Qualified Person for the metallurgical program and metallurgy description of the Scoping Study is Mr. John Wells, Consulting Metallurgist, JAWMETC. Both Mr. Myers and Mr. Wells have reviewed the technical content of this release.

FORWARD-LOOKING STATEMENTS

This press release includes certain "forward-looking statements". All statements, expressed or implied, regarding future development of the Navidad property, are forward-looking statements that involve various risks and uncertainties, as disclosed under the heading "Risk Factors" and elsewhere in Aquiline documents filed from time to time with applicable regulatory authorities. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

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