FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Marksmen Resources Ltd. (“**Marksmen**”)
Sun Life Plaza, North Tower
#2220, 140 - 4th Avenue SW
Calgary, AB T2P 3N3

2. **Date of Material Change**

March 17, 2006

3. **News Release**

A press release was disseminated on March 17, 2006 via Stockwatch.

4. **Summary of Material Change**

Marksmen announced granting of a stock option.

5. **Full Description of Material Change**

Marksmen announced that George de Boon, a director of the company, has been granted a stock option to acquire 60,000 common shares of Marksmen at a price of 22.5 cents per share.

The stock option grant is subject to regulatory approval. Marksmen has determined that exemptions from the various requirements of the TSX Venture Exchange Policy 5.9 are available for the grant of stock options to Mr. de Boon.

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

Not Applicable

7. **Omitted Information**

Not Applicable

8. **Executive Officer**

The name and business number of the executive officer of Marksmen who is knowledgeable about the material change and this report is:

Peter Malenica - President & Chief Executive Officer
Telephone: (403) 265-7270
Email: pm@marksmen.ca

9. **Date of Report**

March 17, 2006