Form 51–102F3

Material Change Report

Item 1 Name and Address of Company

Themac Resources Group Limited. (the "Company")
Suite 2000, 1066 West Hastings Street
Vancouver, British Columbia
V6E 3X2

Item 2 Date of Material Change

February 19, 2010

Item 3 News Release

The Company disseminated a news release on February 5, 2010 and February 24, 2010, through the services of Marketwire, and filed on SEDAR on the same respective dates.

Item 4 Summary of Material Changes

The Company closed a $460,000 million financing by way of private placement (the "Offering") on February 19, 2010, with a controlling shareholder of the Company, Marley Holdings Pty Ltd.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company completed a non-brokered private placement to raise $460,000 with Marley Holdings Pty Ltd. ("Marley"). Marley is the trustee of the Maloney Family Trust and Mr Kevin Maloney, a director of the Company. The Company issued 5,111,111 units at $0.09 per unit. Each unit consists of one common share, and one share purchase warrant; each warrant entitles the holder to purchase one common share of the Company at a price of $0.10 per share for a period of one year expiring on February 19, 2010. The proceeds of the private placement will be used for general working capital.

The Company is currently without financial resources, and the private placement is designed to improve the Company's financial position. The private placement provides the Company with the funds necessary to continue operations and identify properties for acquisition, option or joint venture. The private placement will increase Mr. Maloney's direct and indirect holdings in the Company by 20.13%, to 70.67%, on a non-diluted basis, and to 78.37%, assuming exercise of the warrants.

The private placement is a related party transaction pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*, which would require a formal valuation and minority shareholder approval for the private placement. The Company is relying on the exemption from such requirements based on the fact that the Company is in financial difficulty and the private placement is designed to improve the financial position of the Company. The private placement has been reviewed by the board of directors of the Company, including one director who is independent of the private placement, and has been approved by the board of directors. The Company completed the private placement less than 21 days after filing the material change report because the Company required the funds to meet ongoing financial requirements before the expiry of the 21 day period.

5.2 Disclosure of Restructuring Transactions

Not Applicable

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

Not Applicable.

Item 7 Omitted Information

Not Applicable.

Item 8 Executive Officer

To obtain further information contact the Company’s CEO, Barrett Sleeman, at (360) 945-1886.

Item 9 Date of Report

February 24, 2010

THEMAC RESOURCES GROUP LIMITED

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TSXV: MAC.H

NEWS RELEASE

February 24, 2010

Private Placement Completed

Vancouver, B.C. **– THEMAC Resources Group Limited** (TSXV-NEX: MAC.H, "the Company") announces that, further to its February 5, 2010 press release, it has completed a non-brokered private placement raising $460,000 with Marley Holdings Pty Ltd. ("Marley"). Marley is the trustee of the Maloney Family Trust and Mr Kevin Maloney, a director of the Company, is a director of Marley. The Company has issued 5,111,111 units at $0.09 per unit. Each unit consists of one common share, and one share purchase warrant; each warrant will entitle the holder to purchase one common share of the Company at a price of $0.10 per share until February 19, 2011. The securities issued have a hold period ending on June 20, 2010. The proceeds of the private placement will be used for general working capital.

The private placement increases Mr. Maloney's direct and indirect holdings in the Company by 20.13%, to 70.67%, on a non-diluted basis, and to 78.37%, assuming exercise of the warrants.

For further information contact Mr. Salvador Miranda at (604) 806-6110