

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, B. C. V6E 3X2

Item 2. Date of Material Change

March 17, 2011.

Item 3. News Release

A news release dated March 17, 2011 was disseminated via Marketwire and filed on SEDAR on March 17, 2011.

Item 4. Summary of Material Change

The Company received final acceptance from the TSX Venture Exchange for its acquisition of the Copper Flat project and related transactions. On March 18, 2011 the Company’s Tier classification changed, and the Company’s common shares commenced trading on Tier 2 of the TSX Venture Exchange under the symbol MAC.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company received final acceptance from the TSX Venture Exchange for its acquisition of the Copper Flat project and related transactions as disclosed in the Company’s news release dated March 8, 2011. On March 18, 2011 the Company’s Tier classification changed, and the Company’s common shares commenced trading on Tier 2 of the TSX Venture Exchange under the symbol MAC.

5.2 Disclosure for 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

None.

Item 8. Executive Officers

Barrett Sleeman, P.Eng.
Chief Executive Officer
(604) 806-6110
(604) 806-6112 (FAX)

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 22nd day of March, 2011.