

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Pele Mountain Resources Inc. (the "**Issuer**")
2200 Yonge Street
Suite 1002
Toronto, ON M4S 2C6

Item 2. Date of Material Change

July 24, 2007

Item 3. News Release

Press release issued by the Issuer on July 25, 2007 via a Canadian news wire service, a copy of which has been filed via SEDAR.

Item 4. Summary of Material Change

Announcement with respect to retaining O&M Partners LLC ("**O&M Partners**") to assist the Issuer with its corporate investor relations and marketing program.

Item 5. Full Description of Material Change

O&M Partners is a New York-based investor relations company, specializing in the institutional marketing of micro and small-cap companies.

Al Shefsky, President and CEO of the Issuer, stated that "O&M Partners have a proven track record of assisting resource companies to build institutional support. With uranium prices trading near all-time highs, it is important that we reach a broad audience with our message of superior leverage to uranium through our Elliot Lake project."

The consulting agreement between the Issuer and O&M Partners is effective from July 24, 2007 for a term of one year. O&M Partners will receive a monthly fee of US\$10,000 for eight months of the term. In addition, the Issuer has agreed to grant 300,000 incentive stock options (the "**Stock Options**") to O&M Partners to acquire up to an aggregate of 300,000 common shares of the Issuer, of which 150,000 are exercisable at \$1.00 and 150,000 are exercisable at \$2.00 per share. The Stock Options will vest in accordance with the TSX Venture Exchange guidelines and the Issuer's stock option plan. All Stock Options expire on July 24, 2008.

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

Not Applicable.

Item 7. Omitted Information

No information has been omitted from this material change report.

Item 8. Executive Officer

The following senior office of the Issuer is knowledgeable about the material change and the Report and may be contacted by the Commission as follows:

Alan L. Shefsky, President and Chief Executive Officer

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Facsimile: 416-368-7230

Internet: www.pelemountain.com

Item 9. Date of Report

July 26, 2007.