FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Pele Mountain Resources Inc. (the "**Issuer**")
2200 Yonge Street
Suite 905
Toronto, ON M4S 2C6

Item 2. Date of Material Change

January 12, 2009.

Item 3. News Release

Press release issued by the Issuer on January 12, 2009 via a Canadian news wire service, a copy of which has been filed via SEDAR.

Item 4. Summary of Material Change

The Issuer announced that earlier today it granted incentive stock options to various members of management, directors, employees and consultants of the Issuer.

Item 5. Full Description of Material Change

The Issuer granted 1,600,000 incentive stock options to members of management of the Issuer (the "**Management Options**") and an aggregate of 1,000,000 incentive stock options to the remaining four (4) directors of the Issuer under its Stock Option Plan (collectively, the "**Director Options**"). All Management Options and Director Options are exercisable at $0.17 per share. The Management Options expire on December 31, 2011 and the Director Options expire on December 31, 2013.

In addition, the Issuer also announced that it has granted 300,000 incentive stock options to certain employees of the Issuer (the "**Employee Options**") to acquire up to an aggregate of 300,000 common shares of the Issuer. The Employee Options are exercisable at $0.17 per common share and expire on December 31, 2011.

Finally, the Issuer also announced that it has granted 100,000 incentive stock options to certain consultants of the Issuer (the "**Consultant Options**") to acquire up to an aggregate of 100,000 common shares of the Issuer. The Consultant Options are exercisable at $0.17 per common share and expire on December 31, 2009.

The exercise price of all options granted represents a 55% premium over the closing price of the Issuer's common shares on the TSX Venture Exchange on the date of grant. All options granted and any common shares issued upon their due exercise will be subject to a statutory four-month hold expiring May 13, 2009. The granting of the options are subject to regulatory acceptance of applicable filings.

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
Telephone: 416-368-7224
Facsimile: 416-368-7230
Internet: www.pelemountain.com

Item 9. Date of Report

January 13, 2009.