

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Oremex Resources Inc.
1001 – 1030 West Georgia St.
Vancouver, BC V6E 2Y3

Item 2 Date of Material Changes

July 25, August 10 and August 31, 2006

Item 3 News Release

News release were disseminated by on July 25, August 10 and August 31, 2006.

Item 4 Summary of Material Change

The Company has completed formation of a new management team.

Item 5 Full Description of Material Change

On July 25, 2006, the Company announced appointment of Linda Thorstad, MSc, PGeo, as the Chief Executive Officer of the Company. A registered professional geoscientist, Thorstad has many years of senior management experience in the mining industry and brings a wealth of development and mining experience to the Company. In addition to her many senior mining roles, she is past president of the Association of Professional Engineers and Geoscientists of BC as well as recipient of the 2002 Woman of Influence in Business Award. Her technical background, coupled with strong communications and management skills, will be an asset to the Company.

On August 10, 2006, the Company announced the appointment of Lisa Deguchi as the Senior Manager, Communications and Administration, of the Company. A University of British Columbia graduate, Ms. Deguchi most recently served as communications and operations manager for the Vancouver Economic Development Commission and also served in a key communications support role for Viceroy Resource Corporation. She has developed and implemented comprehensive communications programs for public and private organizations over the past decade.

On August 31, 2006, the Company announced the appointment of Chuck Jenkins, BA, CGA, as Chief Financial Officer of the Company, effective September 5, 2006. Mr. Jenkins has held senior financial positions with Canadian publicly-traded companies. He has also worked in a corporate finance and regulatory compliance capacity with three leading brokerage firms and served in a senior role with the BC Securities Commission. Mr. Jenkins obtained his BA in 1977 and has held his CGA designation since 1983.

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

None

Item 8 Executive Officer

Linda Thorstad, MSc, PGeo, CEO – 604.683.5651

Item 9 Date of Report

September 8, 2006