Form 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of the Issuer

Duran Ventures Inc. (the "Issuer")
350 Wellington Street West, Suite G-19
Toronto, Ontario
M5V 3W9

2. Date of Material Change

October 31, 2008.

3. News Release

The news release, attached hereto as Schedule "A", was disseminated on November 3, 2008 through Marketwire and was filed on www.SEDAR.com under the Issuer's profile with the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission and the TSX Venture Exchange (the "TSXV").

4. Summary of Material Change

The Issuer announced the completion of the plan of arrangement (the "Arrangement") between the Issuer and MacMillan Gold Corp. ("MacMillan").

5. Full Description of Material Change

The Arrangement, as set out in Schedule D to the Joint Information Circular dated September 12, 2008 (the "Joint Information Circular"), was completed on October 31, 2008. MacMillan Minerals Inc. ("MacMillan Minerals") issued 31,027,375 common shares to MacMillan in exchange for the transfer of assets and liabilities as described in Schedule K, Transfer Agreement, in the Joint Information Circular. As a result, MacMillan Minerals now holds 100% of Exploracion Mac-Ore S.A. de C.V., the company which holds title to all of the Mexican exploration properties previously held by MacMillan.

MacMillan delivered the shares it held in MacMillan Minerals to Equity Transfer & Trust Company to distribute to the shareholders of MacMillan pursuant to the Arrangement on the basis of one MacMillan Minerals share for each two MacMillan shares. MacMillan then merged with Duran Resources ULC, a wholly owned subsidiary of the Issuer. Pursuant to the Arrangement, the Issuer issued 31,027,375 common shares to the former holders of common shares of MacMillan on the basis of one common share of the Issuer for each two MacMillan common shares.

The Issuer now has 58,861,518 common shares issued and outstanding (fully diluted 65,792,533). MacMillan contributed $1,000,000 of cash, the Minimum Working Capital Requirement as defined in the Joint Information Circular, and the remaining 50% ownership of Minera Aguila de Oro, the Peruvian company which holds title to the exploration properties in Peru including the Aguila Cu-Mo Project and the Pasacancha Ag-Au-Pb-Zn Project. Duran now holds 100% of these

Peru properties with no underlying royalties. The shareholder-approved continuance of the Issuer under the *Canada Business Corporations Act* was completed on October 30, 2008.

The Arrangement was subject to court, shareholder and TSXV approval. The shareholders of the Issuer approved the transactions comprising the Arrangement on October 14, 2008, the Final Order of the court was issued on October 15, 2008 and the TSXVE accepted for filing documentation pertaining to the Arrangement on November 3, 2008.

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

Not applicable.

7. Omitted Information

No significant facts have been omitted from this report.

8. Executive Officer

For further information, please contact George A. Brown, Chief Executive Officer of the Issuer at (416) 867-1101.

9. Date of Report

DATED this 7th day of November, 2008.

SCHEDULE "A"

DURAN VENTURES AND MACMILLAN GOLD COMPLETES ARRANGEMENT

TORONTO, CANADA – (Marketwire - Nov. 3, 2008) - George A. Brown, CEO of both Duran Ventures Inc. (TSX VENTURE:DRV) and MacMillan Gold Corp. (TSX VENTURE:MMG-Halted), is pleased to provide the following update on the Arrangement as fully described in the Joint Information Circular dated September 12, 2008 as filed on SEDAR.

The steps required to effect the closing process for the Plan of Arrangement as described in Schedule D to the Joint Information Circular were completed by October 31, 2008. MacMillan Minerals Inc. issued 31,027,375 common shares to MacMillan Gold in exchange for the transfer of assets and liabilities as described in Schedule K, Transfer Agreement, in the Joint Information Circular. MacMillan Gold have provided the shares to Equity Transfer & Trust Company to distribute to the shareholders of MacMillan Gold on the basis of one MacMillan Minerals share for each two MacMillan Gold shares. MacMillan Minerals now owns 100% of Exploracion Mac-Ore S.A. de C.V., the company which owns title to all Mexico exploration properties previously owned by MacMillan Gold. MacMillan Minerals intends to file a prospectus filing with the Ontario Securities Commission in November and apply for a TSX Venture listing.

MacMillan Gold then merged with Duran Resources ULC, a wholly owned subsidiary of Duran Ventures for the consideration of 31,027,375 Duran Ventures common shares which were delivered to Equity Transfer & Trust Company to distribute to the shareholders of MacMillan Gold on the basis of one Duran share for each two MacMillan Gold shares. Duran Ventures now has 58,861,518 shares issued and outstanding (Fully diluted 65,792,533). MacMillan Gold contributed $1,000,000 of cash, the defined Minimum Working Capital Requirement, and the remaining 50% ownership of Minera Aguila de Oro, the Peruvian company which owns title to the exploration properties in Peru including the Aguila Cu-Mo Project and the Pasacancha Ag-Au-Pb-Zn Project. Duran Ventures now owns 100% of these Peru properties with no underlying royalties.

Equity Transfer & Trust Company will distribute the shares of MacMillan Minerals and of Duran Ventures to the previous owners of MacMillan Gold shares. This will be done automatically for shares held beneficially through brokerage accounts. Shareholders with registered MacMillan Gold share certificates are required to complete a Transmittal Form and forward it to Equity Transfer & Trust with the original MacMillan Gold share certificates. A Transmittal Form was included in the mailing materials to all registered shareholders for the October 14, 2008 Special Meeting and is also available on SEDAR.

A Shareholder Rights Plan Agreement, subject to regulatory approval, was executed on October 31, 2008 between Duran Ventures and Equity Transfer & Trust Company. The plan was approved by Duran Ventures shareholders on October 14, 2008.

The continuance of the existing 10% rolling stock option plan as approved by Duran Ventures shareholders on October 14, 2008 was submitted to and approved by the TSX Venture. All outstanding MacMillan Gold stock options were converted to Duran stock options on October 31, 2008 on the basis of half the number exercisable at twice the price with no change to the original expiry dates. This resulted in the following Duran stock options:

337,500 stock options exercisable at $0.60 expiring April 13, 2009.
845,000 stock options exercisable at $0.74 expiring March 31, 2010.
162,500 stock options exercisable at $1.02 expiring September 28, 2010.
87,500 stock options exercisable at $1.20 expiring December 28, 2010.
500,000 stock options exercisable at $1.04 expiring April 4, 2011.

The shareholder approved continuance of Duran Ventures under the Canada Business Corporations Act was completed by October 31.

The Arrangement was subject to Court approval and TSX Venture final approval. The Final Order of the Court was issued on October 15, 2008 and approved completion of the Arrangement by October 31, 2008. The TSX Venture conditional approval was subject to completion of the Plan of Arrangement which is now complete. The TSX Venture final approval will be immediately sought and will result in the delisting of the shares of MacMillan Gold.

Duran Ventures Inc. and MacMillan Gold Corp .are Canadian resource companies listed on the TSX Venture Exchanges: Symbols "DRV" & "MMG".

For additional information, contact: Tel: (416) 867-1101 Fax: (416) 867-1222
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