BC FORM 53-901.F
Material Change Report
Under Section 85(1) of the *Securities Act* (British Columbia)

Item 1 Reporting Issuer

Chapleau Resources Ltd.
#104 – 135 – 10th Ave. S.,
Cranbrook, B.C. V1C 2N1
Telephone: (250)489-5156

Item 2 Date of Material Change

August 30, 2005

Item 3 Press Release

Issued August 30, 2005 and distributed through Market News and Canada Stock Watch.

Item 4 Summary of Material Change

The Company has now closed its non-brokered private placement announced on July 20, 2005 in the amount of 4,000,000 units at the price of $0.24 per unit. Each unit is comprised of one common share and one transferable common share purchase warrant exercisable until August 23, 2010 at an exercise price of $0.24. All of the shares, warrants and any shares issued upon exercise of the warrants are subject to a hold period and may not be traded until December 24, 2005 except as permitted by applicable securities laws and the TSX Venture Exchange.

All units are subject to a hold period and may not be traded until (4) four months from closing of the private placement.

The private placement is subject to regulatory approval.

Item 5 Full Description of Material Change

The Company has now closed its non-brokered private placement announced on July 20, 2005 in the amount of 4,000,000 units at the price of $0.24 per unit. Each unit is comprised of one common share and one transferable common share purchase warrant exercisable until August 23, 2010 at an exercise price of $0.24. All of the shares, warrants and any shares issued upon exercise of the warrants are subject to a hold period and may not be traded until December 24, 2005 except as permitted by applicable securities laws and the TSX Venture Exchange.

In addition, the Company has now closed its non-brokered private placement announced on August 5, 2005 in the amount of 440,000 units at the price of $0.30 per unit. Each unit is comprised of one common share and one transferable common share purchase warrant exercisable until August 25, 2007 at an exercise price of $0.40. All of the shares, warrants and any shares issued upon exercise of the warrants are subject to a hold period and may not be traded in British Columbia until December 26, 2005 except as permitted by applicable securities laws and the TSX Venture Exchange.

The proceeds of the two private placements will be used to carry out mineral exploration programs in South America and for general working capital purposes.

All units are subject to a hold period and may not be traded until (4) four months from closing of the private placement.

The private placement is subject to regulatory approval.

Item 6 Reliance On Section 85(2) Of The Act

This report is not being filed on a confidential basis.

Item 7 Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8 Director/Senior Officer

Contact: Eric Wiltzen/President
Telephone: (250) 489-5156

Item 9 Statement Of Senior Officer/Director

The foregoing accurately discloses the material change referred to herein.

Signed: ***"Eric Wiltzen"***
Eric Wiltzen
President

Dated at Cranbrook, B.C., this 13 day of October, 2005.