Form 51-102F3
Material Change Report

1. Name and Address of Company

March Resources Corp.
1750, 800 – 6th Avenue SW
Calgary, AB T2P 3G3

2. Date of Material Change

June 28, 2005

3. News Release

June 29, 2005 via CCN Matthews

4. Summary of Material Change

March Resources Corp. and Rhonda Corporation have signed a letter of intent for March to acquire Rhonda's interest in the Tree 1 claim hosting the 10.2 hectare (25.2 acre) diamondiferous Knife Lake kimberlite.

Ms. Torrie Chartier, M.Sc., MBA, has joined March as a board member and as VP Mining Exploration and Chief Operating Officer.

March also announced that it intends to complete a private placement. The private placement is expected to consist of up to 2,000,000 units to be offered at $0.30 per unit.

In addition, March is granting 1,630,000 options at a price of $0.30 per common share for directors, management, and key personnel.

5. Full Description of Material Change

March Resources Corp. ("March") and Rhonda Corporation ("Rhonda") are pleased to report that they have signed a letter of intent for March to acquire Rhonda's interest in the Tree 1 claim hosting the 10.2 hectare (25.2 acre) diamondiferous Knife Lake kimberlite ("Knife Lake Claim"). Rhonda and De Beers Canada Inc. ("De Beers") are joint venture partners for the development of the Knife Lake Claim, pursuant to which De Beers has the option to carry their joint venture partner to production. March will acquire Rhonda's interest in the project for total consideration of $4,100,000. The consideration to be paid to Rhonda includes the issuance of 13,000,000 common shares of March and a cash payment of $200,000. It is the intention of Rhonda that these shares will be distributed to its shareholders of record on a date after the closing of this transaction. March will assume the terms of the JV agreement with De Beers. The closing of the above transaction is subject to numerous conditions, necessary corporate approvals, assignment agreements and receipt of regulatory approval.

The Knife Lake Claim, located 120 kilometres southeast of Kugluktuk (Coppermine), Nunavut, was discovered by De Beers in 2000. De Beers has earned a 51% interest in the property and can earn an additional 19% interest by spending a total of $10 million by February 29, 2008. Currently, a total of $3.6 million has been spent by De Beers on the property.

A total of 20 core drill holes have been drilled into the multi-phased, diamondiferous, volcaniclastic kimberlite. Detailed petrography has identified four dominant phases of kimberlite, all of which are diamond bearing. Three-dimensional GEMCOM modeling of the 10.2 hectare Knife Lake kimberlite has estimated a minimum of 36.1 million tonnes of kimberlite down to 260 metres, however both the surface expression and external pipe shape are still poorly constrained. The largest diamonds recovered from this kimberlite include a complex crystal of 0.22 carats and a 0.08 carat octahedron.

Statistical modeling of over 2,100 micro-diamonds recovered by caustic dissolution from the four dominant kimberlite phases was performed by De Beers Mineral Resource Management ("DMRM"). After applying contingencies for dilution and allowances for commercial diamond recovery, an estimated weighted average grade of 27.6 carats per hundred tonnes (cpht) was calculated by DMRM for the Knife Lake kimberlite using a +1.00mm lower cut-off. **These results are only an estimate of commercial grade and do not imply a mineral resource**.

March is pleased to announce Ms. Torrie Chartier, M.Sc., MBA, has joined March as a board member and as VP Mining Exploration and Chief Operating Officer. Ms. Chartier has 18 years of experience in the diamond exploration industry and has been the qualified person for Rhonda on the Knife Lake Project since 2001. She has managed projects for the exploration and discovery of kimberlites in the Great Lakes Region of Michigan in the US as well as NWT, Nunavut, Labrador, Ontario in Canada and also in Western Greenland. Ms. Chartier has verified the scientific and technical mining disclosure contained in this news release.

In connection with the acquisition of the Knife Lake Claim, March will pay Ms. Chartier a finder's fee of 650,000 common shares of March and $55,000. The finder's fee is payable upon the closing of the above noted transaction. The finder's fee is subject to TSX-Venture Exchange acceptance.

March is also announcing that it intends to complete a private placement. The private placement is expected to consist of up to 2,000,000 units to be offered at $0.30 per unit. Each unit will consist of one common share of March and one half common share purchase warrant. Each warrant will entitle the holder thereof to purchase one common share at any time for a period of 12 months following the closing date at a price of $0.40 per common share. The private placement is subject to regulatory approval.

In addition, March is granting 1,630,000 options at a price of $0.30 per common share for directors, management, and key personnel.

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

N/A

7. Omitted Information

N/A

8. Executive Officer

David Antony, CEO
Tel: 403-531-1710

9. Date of Report

June 29, 2005