

**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

September 12, 2005

3. News Release

September 12, 2005 via CCN Matthews

4. Summary of Material Change

March Resources Corp. announced the appointment of two new board members, Dr. Edward Schiller and Mr. Howard Coopersmith, and the resignations of Mr. David Mears and Mr. Scott Hadley from the board of directors.

5. Full Description of Material Change

March Resources Corp. ("March") is pleased announce the appointment of two new board members, Dr. Edward Schiller and Mr. Howard Coopersmith. The two new board members bring extensive diamond mining experience and expertise to the Company. They will assist in the evaluation and execution of the diamond mining opportunities both within and outside of Canada currently being considered by the Company

Dr. Edward A. Schiller, P. Geol., has over 40 years of mining experience. He has lived and worked in United States, England, Australia, Brazil and Colombia, and has conducted mineral exploration projects in several South and Central American, African, European and South East Asian countries. Dr. Schiller has consulted for the United Nations on a gemstone project in Mozambique, and a mining project in Greece. He has visited other countries on mining related projects, most recently in Viet Nam, Cambodia Botswana and the diamond mines in Yakutia, Russia and China.

Dr. Schiller has been a director of several Canadian resource companies in addition to maintaining a consulting practice. He writes for several Canadian and international magazines on mining and mineral exploration related subjects. He was a previous director of Dia Met Minerals Ltd. and supervised the discovery of the first diamond-bearing kimberlite at Pointe Lake in 1991.

Mr. Howard Coopersmith, P. Geol., has over 30 years of experience in the diamond industry including advanced evaluation and development projects. He is currently participating in pre-feasibility studies of large diamond deposits. Mr.

Coopersmith was most recently the Vice President, Operations & Exploration of Great Western Diamond Company, owner and operator of the Kelsey Lake Diamond Mine, of which he is directly responsible for the discovery and development. He managed diamond exploration and evaluation from 1975 until 1986 for Cominco American Inc. In 1987, Mr. Coopersmith helped to found, and was President of Diamond Company N.L. Diamond Company N.L. was subsequently purchased by Ashton Mining of which he served as Vice President, North American Exploration, and then purchased by Redaurum Limited of which he served as Manager, North America. Mr. Coopersmith also serves on the Board of private and publicly listed diamond exploration companies, and consults domestically and internationally on diamonds. Mr. Coopersmith is a SME Henry Krumb Lecturer for 2003-2004.

Dr. Schiller and Mr. Coopersmith bring strength, diversification and diamond experience to the board which March sees as a key step towards its transformation as a diamond explorer. The first step in this transformation was announced on June 29, 2005. At that time, March signed a letter of Intent with Rhonda Corporation to purchase its 49% interest in the Tree 1 claim, hosting the 10.2 hectare (25.2 acre) diamondiferous Knife Lake kimberlite. The companies are completing their due diligence and are in the process of finalizing the definitive agreements related to this acquisition. The closing of that transaction is still subject to certain shareholder and regulatory approvals. The companies intend to have the proposed transaction complete in the next two months.

March has begun to evaluate other diamond projects and will release any additional projects undertaken as they become binding.

March also announces the resignations of Mr. David Mears and Mr. Scott Hadley from the board of directors. Mr. Mears and Mr. Hadley have advised the Company that they will immediately step down as members of the board. The other members of the board wish to express appreciation for the contributions made by Mr. Mears and Mr. Hadley and would like to thank them for their efforts.

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

September 12, 2005