

Form 51-102F3
Material Change Report

Item 1: Name and Address of Company

La Mancha Resources Inc.
311 West 1st Street
North Vancouver, BC
V7M 1B5

Item 2: Date of Material Change

September 20, 2006

Item 3: News Release

The news release dated September 20, 2006 was disseminated via Canada NewsWire and Market News Publishing.

Item 4: Summary of Material Change

La Mancha Resources Inc. (the "Company") announced that its plan to acquire all the outstanding shares of Compagnie Minière Or SA and Mines and Resources Australia Pty Ltd was overwhelmingly approved by shareholders at a Special Meeting of Shareholders on September 20, 2006.

Item 5: Full Description of Material Change

For a full description of the material change, see attached Schedule "A".

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

Not applicable

Item 7: Omitted Information

Not applicable

Item 8: Executive Officer

Name: Mimy Fernandez-Maldonado
Title: Corporate Secretary
Telephone: (604) 998-1250

Date of Report

Dated at North Vancouver, British Columbia this 25th day of September, 2006

LA MANCHA RESOURCES INC.

Per:

"Mimy Fernandez-Maldonado"
Mimy Fernandez-Maldonado
Corporate Secretary



September 20, 2006

TSX.V: LMA

News Release

Shareholders Overwhelmingly Endorse Transaction

La Mancha Resources announces that its plan to acquire all the outstanding shares of Compagnie Minière Or SA and Mines and Resources Australia Pty Ltd was overwhelmingly approved by shareholders at a Special Meeting of Shareholders on September 20, 2006.

The transaction effectively constitutes a reverse takeover of La Mancha Resources by Compagnie Française de Mines et Métaux ("CFMM"), a wholly owned subsidiary of Areva NC, a French energy multinational.

"We are delighted with the willingness of all parties to endorse this transaction which will create a brand new international gold producer with a strong asset base and a highly experienced and skilled management team," said Walter Berukoff, Chief Executive Officer

The Toronto Stock Exchange has conditionally approved the listing of the common shares of La Mancha. Concurrently with the closing of the Transaction, which is expected shortly, the common shares of La Mancha will begin trading on the TSX.

The newly-constituted company's assets include a 51% interest in the Frog's Leg deposit in Western Australia along with a 51% interest in the nearby White Foil Project, both of which await a decision to resume production; a 40% interest in the Hassai gold mine in Sudan and a 51% interest in the Ity gold mine in Côte d'Ivoire where attributable gold production for the two mines in Africa exceeded 100,000 ounces for each of 2004 and 2005. Additionally, the Company will hold a portfolio of 30 advanced stage and grassroots exploration projects in the above-mentioned regions and in Argentina.

On June 7, 2006, La Mancha announced the completion of a C\$40.3 million financing, the proceeds from which are currently in escrow pending the closing of the acquisition. This financing will be used to expand gold production at existing mines and develop new sources of production by funding exploration work on advanced and grass roots stage mineral projects on three continents. Concurrently, the Company will pursue new business opportunities as part of its growth strategy.

"Our immediate objective is to position the company to capitalize on the favorable long term outlook for gold by optimizing our existing production and exploration assets in order to attain mid-tier gold producer status as rapidly as possible," said Berukoff.

ON BEHALF OF THE BOARD

Walter H. Berukoff
Executive Chairman

For further information please visit our website at www.lamancharesources.com, or contact the Company at Tel: (604) 998-1250 or Fax: (604) 998-1258 or email: info@lamancharesources.com

This press release contains "forward-looking information" that is based on La Mancha's expectations, estimates and projections up to the date such information is disclosed. This forward-looking information includes, among other things, statements with respect to La Mancha's business strategy, plans, outlook and expectations as to the Transaction. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause La Mancha's actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking statements. Trading in the securities of La Mancha Resources Inc. should be considered highly speculative. Neither the TSX nor the TSX Venture Exchange has passed upon the merits of the Transaction nor the other Transactions mentioned in the Information Circular dated August 21, 2006 and has neither approved nor disapproved the contents of this press release.

LA MANCHA RESOURCES INC.

311 West 1st Street, North Vancouver, British Columbia, Canada, V7M 1B5
toll free in North America: 1-866-998-1250 phone: 604-998-1250 fax: 604-998-1253
info@lamancharesources.com www.lamancharesources.com