FORM 51-102F3
Material Change Report

(Notice pursuant to Section 4.9 of National Instrument 51-102 – *Continuous Disclosure Obligations*)

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 28, 2006

Item 3: **News Release**
A news release dated September 28, 2006 was disseminated via Canada NewsWire and Market News Publishing.

Item 4: **Summary of Material Change**

On September 28, 2006 La Mancha Resources Inc. (“**La Mancha**”) closed a reverse takeover transaction with Compagnie Française de Mines et de Métaux ("**CFMM**"), a wholly owned subsidiary of Areva NC, as summarized in the following paragraphs.

La Mancha announced on June 2, 2006 that it had entered into a definitive agreement dated May 19, 2006, (the "**Agreement**") with CFMM to create an international diversified gold company with gold producing and exploration assets in Australia, Ivory Coast, Sudan and Argentina.

The Agreement, which effected a reverse takeover (the "**Transaction**") under applicable securities law and TSX Venture Exchange policies, was structured as an exchange whereby CFMM was issued 90 million common shares of La Mancha which represented on the closing date approximately 63% (including common shares issued pursuant to the Private Placement described below) of the issued and outstanding share capital of La Mancha, and 7 million warrants to purchase common shares at an exercise price of CDN$2.00 per share, in exchange for the conveyance to La Mancha of all of the shares of Mines & Resources Australia Pty Ltd ("**MRA**") and Compagnie Minière Or SA ("**Cominor**"). Together MRA and Cominor own Areva NC's gold business (the "**Gold Business**"), with MRA holding all of Areva NC's gold assets in Australia, and Cominor holding all of Areva NC's gold assets in Africa. Effective on the closing of the Transaction on September 28, 2006, (i) La Mancha changed its fiscal year-end to December 31 in order to coincide with the fiscal year-end of CFMM, MRA and Cominor, (ii) the common shares of La Mancha were delisted from the TSX Venture Exchange and commenced trading on the Toronto Stock Exchange, and (iii) La Mancha realized net proceeds of approximately $38.6 million on the closing of a related private placement financing.

La Mancha's first financial year-end subsequent to the closing of the Transaction is December 31, 2006.

Subsequent to the Transaction, La Mancha will file:

(i) The June 30 interim financial statements of each of MRA and Cominor within 10 days of the closing of the Transaction (as specified by Article 4.10 2(c)(i) of 51-102);

(ii) The September 30 interim financial statements of La Mancha on a consolidated basis, including each of Cominor and MRA as wholly owned subsidiaries as at such time. The financial statements to be filed will be those of the reverse takeover acquirer (Cominor and MRA) as if the reverse takeover acquirer had always been the reporting issuer, as specified by the requirements of 51-102;

(iii) The December 31 consolidated annual financial statements on the basis described in (ii) above.

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: Ian D. Brown
Title: Chief Financial Officer
Telephone: 604-998-1250

Date of Report:
Dated at North Vancouver, British Columbia on this 10th day of October, 2006.

LA MANCHA RESOURCES INC.

Per : *« Ian D. Brown »*
Ian D. Brown
Chief Financial Officer

News Release

September 28, 2006 TSX - **LMA**

La Mancha Closes Transaction Creating Internationally Diversified Gold Producer

Vancouver, Canada – La Mancha Resources Inc. ("La Mancha") is pleased to announce the closing of its previously announced reverse takeover (the "Transaction") by Compagnie Française de Mines et Métaux ("CFMM") and the creation of an internationally diversified gold company with gold producing and exploration assets in Australia, Côte d'Ivoire, Sudan and Argentina. CFMM is a wholly-owned subsidiary of the Areva group, a French conglomerate.

This closing follows approval of the Transaction and related matters more fully described in the information circular of La Mancha dated August 21, 2006 (the "Information Circular") at the special meeting of shareholders held on September 20, 2006.

"We are delighted to have completed this transaction and appreciate the support of our shareholders throughout this process. What we have created here is the foundation to build a mid-tier gold producer that is expected to be a significant player in the global marketplace," said Walter Berukoff, Director.

The Transaction

The Transaction is structured as an exchange whereby CFMM has been issued 90 million common shares of La Mancha and 7 million warrants to purchase common shares of La Mancha at the exercise price of $2.00 per share in exchange for the conveyance to La Mancha of all issued and outstanding shares of Mines & Resources Australia Pty Ltd. ("MRA") and Compagnie Minière Or SA ("Cominor"). MRA holds gold assets in Australia, and Cominor in Sudan and Côte d'Ivoire. The Transaction results in CFMM holding more than 60% of the outstanding common shares of La Mancha.

"The acquisition constitutes a reverse takeover of La Mancha and lays the foundation for the newly constituted company to become an integrated gold producer with mining operations and high potential exploration projects on three continents," said Michel Cuilhé, newly appointed president and chief executive officer of La Mancha.

La Mancha's assets now include a 51% interest in the Frog's Leg deposit in Western Australia along with a 100% interest in the nearby White Foil Project; a 40% interest in the Hassai gold mine in Sudan and a 51% interest in the Ity gold mine in Côte d'Ivoire. Additionally, La Mancha holds a portfolio of 30 advanced stage and grassroots exploration projects in the above-mentioned regions and in Argentina.

Concurrent private placement

The closing of the Transaction triggered the exchange of the 26,855,134 subscription receipts issued pursuant to the private placement completed on June 7, 2006. The subscription receipts were exchanged on a one-for-one basis for common shares of La Mancha.

Ocean Equities Ltd., which acted as agent on a reasonable endeavours basis in the private placement of subscription receipts in Europe, was paid the remaining 50% of its fee (which totals 5% of the proceeds from the private placement of subscription receipts in Europe) and was issued 1,266,583 warrants to purchase common shares of La Mancha at the exercise price of $2.00 per share.

The proceeds from the private placement, which had been escrowed until the exchange of the subscription receipts, were released by the escrow agent and paid to La Mancha, net of the payment of the remaining 50% of the fee to Ocean Equities Ltd. and other costs related to the private placement. The net amount paid to La Mancha is $38,578,623.23.

Listing of the common shares on the Toronto Stock Exchange

Concurrently with the closing today of the Transaction, the common shares of La Mancha have been de-listed from the TSX Venture Exchange and have begun trading on the Toronto Stock Exchange under ticker symbol LMA.

Board of Directors

As previously announced, Peter J.A. de Visser, John D. Jenks and Graeme Lempriere have resigned as directors of La Mancha and have been replaced, with a newly-expanded board of directors, by Rémy Autebert, Tim Gitzel, Dominique Delorme, Ross Glanville, Marc Quesnoy and Guy Gagnon. Walter Berukoff has stepped down as President, Chief Executive Officer and Executive Chairman of La Mancha, but remains a director.

Change in financial year-end

In accordance with applicable securities legislation regarding reverse takeovers, La Mancha has adopted the financial year-end of MRA and Cominor. As a result, La Mancha changed its financial year-end from September 30th to December 31st.

Other related issuances

As previously announced and as more fully described in the Information Circular, La Mancha issued 4,000,000 common shares to Red Lion Management Ltd. for the purchase of certain rights in the Transaction and 1,000,000 common shares to Guy Chartier, an independent consultant to La Mancha.

ON BEHALF OF THE BOARD

Michel Cuilhé
President & Chief Executive Officer

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.

The TSX does not accept responsibility for the adequacy or accuracy of this release.

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 and has neither approved nor disapproved the contents of this press release.