

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

La Mancha Resources Inc. (the “**Company**”)
2001, rue University, bureau 400
Montreal, QC
H3A 2A6

Item 2 Date of Material Change

August 27, 2012 and

August 29, 2012

Item 3 News Releases

(i) A press release relating to the takeover bid by Weather Investments II S.A.R.L. was issued by the Company on August 28, 2012 through Marketwire and subsequently filed on SEDAR.

(ii) A press release describing changes to the Board of Directors of the Company was issued by the Company on August 29, 2012 through Marketwire and subsequently filed on SEDAR.

Item 4 Summary of Material Change

(i) On August 28, 2012, the Company announced that 122,739,595 common shares (the “**La Mancha Shares**”) of the Company representing approximately 86% of the outstanding La Mancha Shares on a fully diluted basis have been deposited into the offer by Weather Investments II S.A.R.L. (“**Weather II**”) and its indirect wholly-owned subsidiary 0944289 B.C. Ltd. (the “**Offeror**”) to acquire all of the La Mancha Shares at a price of C\$3.50 per La Mancha Share by way of a takeover bid (the “**Offer**”).

(ii) On August 29, 2012, the Company announced that, following the satisfaction of all conditions to the offer by Weather II to acquire all of the common shares in the Company at a price of C\$3.50 per share by way of takeover bid, some changes have been made to the Board of Directors of the Company (the “**Board**”).

Item 5 Full Description of Material Change

(i) On August 28, 2012 the Company announced that 122,739,595 La Mancha Shares representing approximately 86% of the outstanding La Mancha Shares on a fully diluted basis have been deposited into the Offer.

All of the conditions of the Offer have been satisfied and the Offeror has taken up all such deposited shares and will pay for all such shares by August 29, 2012. Weather II and its affiliates now collectively own about 122,739,595 La Mancha Shares, representing approximately 86% of the outstanding La Mancha Shares on a fully diluted basis.

The Offer has also been extended to enable remaining Company's shareholders to receive prompt payment of C\$3.50 (cash) per La Mancha Share. The Offeror will take up and pay for any La Mancha Shares validly tendered within three business days of such tender. The Offeror intends to acquire all La Mancha Shares not tendered to the Offer following its expiry pursuant to a compulsory acquisition or a subsequent acquisition transaction.

The Offer is now open for acceptance until 5:00 p.m. (Montreal time) on September 10, 2012 (the "**Expiry Time**"), unless the Offer is further extended. The Offeror expects to mail a formal notice of extension shortly.

(ii) On August 29, 2012, the Company announced that, following the satisfaction of all conditions to the offer by Weather II to acquire all of the common shares in the Company at a price of C\$3.50 per share by way of takeover bid, some changes have been made to the Board.

Yann Guilbaud, Nicolas Nouveau, Andreas Mittler and Olivier Wantz have resigned from the Board and Michel Hubert, Iman Naguib, Sébastien de Montessus and Naguib Sawiris have been appointed to the Board. Naguib Sawiris has been appointed as Chair of the Board.

Dominique Delorme has resigned from his position as President and Chief Executive Officer and has been appointed as Executive Vice President of the Company. The Company is pleased to announce that Sébastien de Montessus has been appointed President and Chief Executive Officer.

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

The name and business telephone number of an officer who is knowledgeable about the material change and this report is as follows:

Martin Amyot
Senior Vice President, Corporate Development
514-987-5115

Item 9 Date of Report

August 31, 2012.