FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and address of the Company

Majescor Resources Inc.
1155 René-Lévesque Blvd. West, Suite 3100
Montreal, Quebec H3B 3S6

Item 2 Date of material change

December 1st, 2008.

Item 3 News release

The press release was issued on December 2, 2008.

Item 4 Summary of material change

Shareholders of Majescor approved the consolidation of the issued and outstanding share capital.

Item 5 Full description of material change

Majescor Resources Inc. (the "Company") reports that, at the Special Meeting of Shareholders held on December 1st, 2008, shareholders approved the consolidation of the Company's common share capital on the basis of one (1) post-consolidation common share for every ten (10) pre-consolidation common shares held.

The share consolidation has been approved by the TSX Venture Exchange. Effective at the opening of trading on Thursday, December 4, 2008, the Company will start trading on a post-consolidated basis under the new trading symbol: "**MJX**".

Upon implementation of the consolidation, the Company will have approximately 9,992,417 common shares issued and outstanding.

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Marc-André Bernier, President & CEO
Tel: (613) 241-5333

Item 9 Date of Report

December 2, 2008