

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1 Name and Address of Company:

Champlain Resources Inc. ("Champlain" or the "Corporation")
36 Discovery Ridge Mount SW
Calgary Alberta T3H 5G3

ITEM 2 Dates of Material Change:

March 31, 2009.

ITEM 3 News Release:

A news releases was distributed via Filing Services Canada and filed via SEDAR on March 31, 2009.

ITEM 4 Summary of Material Change:

Champlain announces that Mr. Christopher Gulka has tendered his resignation as a director and Chief Financial Officer of Champlain.

ITEM 5 Full Description of Material Change:

Please see attached press release.

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:

Further information relating to this Material Change Report may be obtained from:

Mr. Troy D. Mochoruk, Chairman and CEO
Tel: (403) 618-8989
E-mail: troy@champlainresources.com

ITEM 9 Date of Report:

DATED as of March 31, 2009.

The foregoing accurately discloses the material change referred to in this report.

CHAMPLAIN RESOURCES INC.

"Troy Mochoruk"

Per: Mr. Troy D. Mochoruk
 Chairman and CEO

Press Release

March 31, 2009

FOR IMMEDIATE RELEASE

**CHAMPLAIN RESOURCES INC. ANNOUNCES
CHANGES TO THE BOARD OF DIRECTORS AND OFFICERS**

Calgary, Alberta, Canada - Champlain Resources Inc. ("Champlain") listed on the NEX board of the TSX Venture Exchange under the trading symbol "CPL.H", is pleased to announce the appointment of **Mr. John Smith** to the board of Champlain. **Mr. Smith is a professional businessman who holds a Bachelor of Commerce degree from the University of Alberta.**

Champlain also announces that Mr. Christopher Gulka has tendered his resignation as Chief Financial Officer and director of Champlain due to family matters. The board of Champlain expresses its sincere thanks to Mr. Gulka for his efforts and contribution as a director of Champlain and wishes Mr. Gulka continued success in all of his future endeavors.

For further information contact:

Mr. Troy D. Mochoruk
Chairman and CEO

Tel: (403) 618-8989
E-mail: troy@champlainresources.com

www.champlainresources.com

THE TSX VENTURE EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.