FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Champlain Resources Inc. **("Champlain"** or the **"Company")**
#1614 - 246 Stewart Green SW
Calgary, AB T3H 3C8

Item 2. Date of Material Change

April 9, 2012

Item 3. News Release

A press release reporting the material change was issued by the Company at Calgary, Alberta through the services of Filing Services Canada on April 9, 2012.

Item 4. Summary of Material Change

At its annual general and special meeting held on April 6, 2012, the shareholders of the Company approved the appointment of directors of the Company for the next year as follows: Troy Mochoruk, Bill Thompson, Glenn Greig and Dr. Rob Leclerc. The shareholders of the Company also approved the appointment of Collins Barrow Calgary LLP as auditors for the ensuing year, the rolling 10% stock option plan, and a share consolidation on the basis of up to one share for every ten shares held of its authorized issued and outstanding shares. As a result of the approved share consolidation, shareholders of the Company also approved to change the name of the Company to “Beacon Resources Inc.”.

The name change and share consolidation are both subject to TSX Venture Exchange acceptance.

Item 5. Full Description of Material Change

At its annual general and special meeting held on April 6, 2012, the shareholders of the Company approved the appointment of directors of the Company for the next year as follows: Troy Mochoruk, Bill Thompson, Glenn Greig and Dr. Rob Leclerc. The shareholders of the Company also approved the appointment of Collins Barrow Calgary LLP as auditors for the ensuing year, the rolling 10% stock option plan, and a share consolidation on the basis of up to one share for every ten shares held of its authorized issued and outstanding shares. As a result of the approved share consolidation, shareholders of the Company also approved to change the name of the Company to “Beacon Resources Inc.”.

The Company determined that it would be in the best interests of the Company and the shareholders for the Company to consolidate all of its issued and outstanding common shares and to change its name because the Company’s low share price has prohibited financing. The share consolidation should result in a higher share price and better ability to finance. The number of shares currently outstanding is 54,466,887 common shares and the number which will be outstanding post-consolidation is a minimum of 5,446,688 common shares.

The name change and share consolidation are both subject to TSX Venture Exchange acceptance.

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

Not Applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Troy Mochoruk
Chairman and Chief Executive Officer
#1614 - 246 Stewart Green SW
Calgary, AB T3H 3C8

Item 9. Date of Report

April 16, 2012.