

# MATERIAL CHANGE REPORT

## FORM 51-102F3

### Item 1 - Reporting Issuer

Amseco Exploration Ltd. (the "**Corporation**")  
1 Place Ville Marie  
Suite 4000  
Montréal, Québec H3B 4M4

### Item 2 - Date of Material Change

July 30, 2008.

### Item 3 - Press Releases

A press release was issued on July 30, 2008 and filed with the regulatory authorities in Quebec, British Columbia and Alberta with regards to the acquisition of a mining property. A copy of the press release is attached hereto.

### Item 4 - Summary of Material Change

The Corporation has entered into a letter of intent relating to its Starchrome property.

### Item 5 - Full Description of Material Change

The Corporation has accepted a letter of intent dated July 25, 2008 (the "**Letter of Intent**") relating to an option and joint venture agreement with Auger Resources Inc ("**Auger**") for the exploration of the Starchrome property consisting of 28 mining claims located in the Coleraine Townships in the Thetford Mines region, Québec (the "**Starchrome Property**").

Pursuant to the terms of the Letter of Intent, Auger shall have the option to acquire a 50% interest in the Starchrome Property in consideration for: (i) an undertaking to participate in a private placement of securities of Amseco for aggregate proceeds of \$200,000; and (ii) a commitment to incur \$500,000 in exploration expenses prior to the 24-month anniversary date of the execution of the Letter of Intent.

Auger can acquire an additional 25% interest in the Starchrome Property by incurring an additional \$1,000,000 in exploration expenses on or before the 36-month anniversary date of the execution of the Letter of Intent.

Amseco and Auger have agreed to enter into a definitive option and joint venture agreement within 30 days following the execution of the Letter of Intent.

**Item 6 – Confidentiality of Information**

N/A

**Item 7 - Omitted Information**

N/A

**Item 8 - Executive Officer**

Mr. Bertrand Dufour, President and Chief Executive Officer  
Telephone: (450) 240-0521  
Telecopier: (450) 240-0522

**Item 9 - Date of Report**

August 5, 2008



Amseco Exploration Ltd.  
824 rue des Éperviers  
Piedmont, Quebec  
J0R 1R3

### Press Release

#### AMSECO ENTERS A LETTER OF INTENT RELATING TO ITS STARCHROME PROPERTY

Piedmont, Quebec, (CCN Matthews July 29, 2008)– Amseco Exploration Ltd. (Symbol AEL: TSX-V) (“**Amseco**”) has accepted a letter of intent dated July 17, 2008 (the “**Letter of Intent**”) relating to an option and joint venture with Auger Resources Inc. (“**Auger**”) for the exploration of the Starchrome property (“**Starchrome Property**”) consisting of 27 mining claims located in the Coleraine township in the Thetford Mines region, Québec.

Pursuant to the terms of the Letter of Intent, Auger shall have the option to acquire a 50% interest in the Starchrome Property in consideration for: (i) an undertaking to participate in a private placement of securities of Amseco for aggregate proceeds of \$200,000; and (ii) a commitment to incur \$500,000 in exploration expenses prior to the 24-month anniversary date of the execution of the Letter of Intent.

Auger can acquire an additional 25% interest in the Starchrome Property by incurring an additional \$1,000,000 in exploration expenses on or before the 36-month anniversary date of the execution of the Letter of Intent.

Amseco and Auger have agreed to enter into a definitive option and joint venture agreement within 30 days following the execution of the Letter of Intent.

The completion of the above mentioned transactions are subject to receipt of the approvals of the applicable securities regulatory authorities and the TSX Venture Exchange.

For further information please contact:

**Bertrand Dufour**  
President and Chief Executive Officer

Telephone: (450) 240-0521  
Telecopier: (450) 240-0522

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