FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Boxxer Gold Corp. (the "Corporation")
750, 717 - 7th Avenue. S.W.
Calgary, Alberta
T2P 0Z3

Item 2. Date of Material Change

January 17, 2008

Item 3. News Release

On January 17, 2008 a News Release was issued and disseminated through CCN Matthews.

Item 4. Summary of Material Change

The Corporation issued a total of 1,500,000 units ("Units") to a single arm's length investor at a purchase price of $0.10 per Unit for gross proceeds of $150,000. Each Unit consists of one common share in the share capital of Boxxer ("Common Share") and one-half of a Common Share purchase warrant ("Warrant"). Each whole Warrant is exercisable at any time until 5:00 p.m. (Calgary time) on July 17, 2009 into one Common Share at a price of $0.20 per Common Share. The Common Shares and Warrants are subject to a resale restriction until May 18, 2008.

Item 5. Full Description of Material Change

See attached Press Release.

Item 6. Reliance on subsection 7.1(2) or (3) of *National Instrument 51-102 Continuous Disclosure Obligations*

Not Applicable

Item 7. Omitted Information

Not applicable

Item 8. Executive Officer

The name of an executive officer of the Corporation who is knowledgeable about the material change and who can be contacted is:

Colin Christensen
Vice-President
Telephone: (403) 264-4811
Fax: (403) 503-0822
Email: colin@boxxergold.com

Item 9. Date of Report

January 17, 2008

NEWS RELEASE

FOR IMMEDIATE RELEASE – January 17, 2008

Boxxer Gold Closes $150,000 Financing

Boxxer Gold Corp. (TSX Venture: BXX) ("Boxxer" or the "Corporation") today announced it has closed the $150,000 financing announced on December 21, 2007. Boxxer issued 1,500,000 Units to a single arm's length investor at $0.10 per Unit for gross proceeds of $150,000. Each Unit consisted of one common share in the share capital of Boxxer ("Common Share") and one-half of a Common Share purchase warrant ("Warrant"). Each whole Warrant shall be exercisable for 18 months from the date of issuance into one Common Share at a price of $0.20 per Common Share.

Boxxer will use the proceeds to fund completion of a Scoping Study and exploration on the Nalesbitan Hill gold deposit and several zones of gold mineralization surrounding the Corporation's Nalesbitan Hill gold project in the Philippines, its Nevada exploration projects including the Boss, Buena Vista, and Boyer Ranch projects and for general working capital purposes.

About Boxxer Gold Corp.

Boxxer is a Canadian junior resource company involved in the exploration of copper-gold porphyry and Iron-Oxide-Copper-Gold projects in the state of Nevada. Boxxer recently acquired an option to purchase 65% of the Nalesbitan Hill gold and porphyry copper project in the Philippines.

For further information please contact:
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If you wish to receive company press releases via email, please advise Valerie Dennis at valerie@chfir.com

Forward Looking Statements: Except for statements of historical fact, all statements in this news release – including, without limitation, statements regarding Boxxer's intention to complete a private placement to raise up to $150,000 and the future plans and objectives of Boxxer – are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate; actual results and future events could differ materially from those anticipated in such statements.