FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Boxxer Gold Corp. (“**Boxxer**”)
Suite 650, 340 - 12 Ave., S.W.
Calgary, AB T2R 1L5

2. **Date of Material Change**

March 2, 2009

3. **News Release**

A press release was disseminated on March 5, 2009 via CNW Group.

4. **Summary of Material Change**

Boxxer closes first tranche of Private Placement.

5. **Full Description of Material Change**

5.1. **Full Description of Material Change**

Private Placement Closed

Boxxer today announced it has closed a first tranche of the non-brokered private placement of the $510,000 financing previously announced on February 17, 2009. Boxxer issued 4,925,000 Units at $0.03 per Unit for gross proceeds of $147,750. 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 $0.10 per Common Share. A finder’s fee totaling $9,420, and finder’s warrants totaling 492,500, was paid to Union Securities Ltd., Blackmont Capital Inc., Wolverton Securities Ltd. and PI Financial Inc. for their participation in this private placement. Each finder’s warrant is exercisable for 18 months from the date of issuance at $0.10 into one Common Share and one-half of a Warrant. These securities were issued with a four month hold period expiring on July 3, 2009. Additional closings will take place in the near future.

5.2. **Disclosure for Restructuring Transactions**

Not Applicable.

6. **Reliance on Section 7.1(2) or (3) of National Instrument 51-102**

Not Applicable

7. **Omitted Information**

Not Applicable

8. **Executive Officer**

The name and business number of the executive officer of Boxxer who is knowledgeable about the material change and this report is:

Elmer B. Stewart – President and Chief Executive Officer
Telephone: (403) 264-4811

9. **Date of Report**

March 5, 2009