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 23, 2010

3. **News Release**

A press release was disseminated on March 24, 2010 via Stockwatch.

4. **Summary of Material Change**

Boxxer completed third tranche of the non-brokered private placement financing.

5. **Full Description of Material Change**

5.1. **Full Description of Material Change**

Boxxer issued 1,665,000 Units (each a "**Unit**") at $0.10 per Unit for gross proceeds of $166,500. The total amount raised from all 3 tranches is $590,300, through the issuance of 5,903,000 Units, each priced at $0.10 per Unit. Each Unit consists of one common share in the share capital of Boxxer (a "**Common Share**") and one-half of a Common Share purchase warrant (a "**Warrant**"). Each Warrant will entitle the holder to purchase one (1) Common Share in the share capital of the Corporation (a "**Warrant Share**") at a price of $0.12 prior to the date that is six (6) months from the date of the issuance of the Units (the "**First Exercise Period**"), and at a price of $0.15 at any time after the First Exercise Period and prior to the date that is twelve (12) months from the date of issuance of the Units. These securities were issued with a four month hold period expiring on July 24, 2010. A finder's fee for this third tranche was paid consisting of $6,000 in cash, and 75,000 finder's warrants, exercisable into Units on the same terms as the investor Units. Additional closings will take place in the near future.

The proceeds of the Offering will be used primarily for exploration of the Boss property to follow-up airborne geophysical targets, interpretation of the recently completed ground geophysical surveys, sampling and mapping of the two recently acquired claim blocks, as well as for general working capital purposes.

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 24, 2010