

COGITORE RESOURCES INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

COGITORE RESOURCES INC. Suite 1204, 2 St. Clair Avenue East, Toronto, Ontario, M4T 2T5.

Item 2. Date of Material Change

April 11, 2007.

Item 3. News Release

The Press Release was sent on April 11, 2007 via Canada Newswire —Toronto, Ontario.

Item 4. Summary of Material Change

For further information, attached hereto is a copy of the Press Release.

Item 5. Full Description of Material Change

For further information, attached hereto is a copy of the Press Release.

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

Confidentiality is not requested.

Item 7. Omitted Information

No information has been omitted in respect of the material change.

Item 8. Executive Officer

Mark Goodman, Chairman of the Board: 416-924-9893.

Item 9. Date of Report

April 12, 2007.

Attention Business Editors:
Cogitore Resources Inc. Announces Further Increase to Private Placement
Financing

TORONTO, April 11 /CNW/ - Cogitore Resources Inc. (the "Company") (WOO, TSX-V) is pleased to announce that further to its press releases of March 29, 2007 and April 5, 2007 whereby it announced that it expected to raise up to \$2.7 million by way of a partially brokered, partially non-brokered private placement of Flow-Through Units and Units, the Company has now increased the size of the private placement, subject to regulatory approval. Up to approximately \$4 million of the placement will be raised through the issuance of Flow-Through Units, and up to approximately \$1.71 million will be raised through the issuance of Units, for aggregate gross proceeds of up to approximately \$5.71 million.

As previously announced, the Flow-Through Units will be priced at \$0.80 and the Units will be priced at \$0.70. Each Flow-Through Unit will consist of one Flow-Through Common Share and one half Common Share Purchase Warrant. Each whole Common Share Purchase Warrant that is part of the Flow-Through Unit will entitle the holder to purchase one additional Common Share at a price of \$1.05 for a period of two years after the closing of the private placement. Each Unit will consist of one Common Share and one half Common Share Purchase Warrant. Each whole Common Share Purchase Warrant that is part of the Unit will entitle the holder to purchase one additional Common Share at a price of \$0.90 for a period of two years after the closing of the private placement.

The sale of \$2 million of the Flow-Through Units and \$1 million of the Units will be underwritten by Northern Securities Inc. ("Northern"). Northern will receive a 6% commission and Flow-Through Broker Warrants and Broker Warrants, respectively, equal to 10% of the number of Flow-Through Units and Units, respectively, sold pursuant to its portion of the private placement. The Broker Warrants will be exercisable into Flow-Through Broker Units and Broker Units, respectively, at the issue price at any time prior to the date that is 24 months from the closing date of the private placement. Each Flow-Through Broker Unit and Broker Unit will consist of one common share and one half of one Common Share Purchase Warrant, the exercise price of the whole Common Share Purchase Warrants will be \$1.05 and \$0.90, respectively.

The remainder of the financing will be non-brokered. Although the remainder of the placement is proposed to be non-brokered, the Company will protect offers received from registered investment dealers when accepted by the Company and in such case the Company will pay a cash commission of 6% of the purchase price of such Units and Flow-Through Units. The Common Shares issued at closing and issued upon the exercise of the Common Share Purchase Warrants will have a hold period of four months from the closing date of the private placement. Closing is expected to occur on or about April 17, 2007.

The proceeds of the Flow-Through portion of the financing will be used to fund the Company's 2007 exploration program, while the non-Flow-Through portion of the financing will be used for the Company's 2007 exploration program and for general corporate purposes.

The Company focuses on base metal exploration in accessible areas of Quebec, Ontario, and Newfoundland.

On Behalf of the Board of Directors
Mark Goodman
Chairman of the Board

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

/For further information: Telephone: (416) 924-9893/
(WOO.)

CO: Cogitore Resources Inc.

CNW 08:22e 11-APR-07