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

August 28, 2007.

Item 3. News Release

The Press Release was sent on August 28, 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

August 29, 2007.

News release via Canada NewsWire, Toronto 416-863-9350

Attention Business Editors:
Cogitore Obtains a Certificate of Authorization and Provides an Update for the Estrades Project

TORONTO, Aug. 28 /CNW/ - COGITORE Resources Inc. (the "Company") (WOO: TSX-V) is pleased to report that is has obtained a Certificate of Authorization for its 100%-owned Estrades project.

The Certificate of Authorization was issued by the Government of Quebec and allows the Company to proceed with the dewatering of the mine, to use and upgrade existing surface infrastructure, and to proceed with the mining of the deposit at a rate of 500 tonnes per day. In accordance with the regulations, the Certificate is subject to the filing of a reclamation plan at the beginning of operations.

With respect to the on-going feasibility study, SGS Lakefield Research Limited has now completed approximately 30 different flotation tests, two gravity tests, and one locked cycle test. The purpose of these tests was to optimize the recoveries of copper, zinc, lead, gold and silver, to determine the parameters of the various base metal concentrates, and to fine-tune the milling process. Although the Company is disappointed that the metallurgical tests at Lakefield are about 12 weeks behind schedule and have delayed the feasibility study accordingly, the results have been very encouraging and indicate that an improvement to ore metallurgy can be achieved relative to historical performance. With these critical results now available, the Company has entered into preliminary discussions with a third party to treat or sell the Estrades ore. Finally, Genivar, the engineering firm engaged in doing the feasibility study, can now incorporate reliable metallurgy into the study in order to forecast the revenues from the mine and then proceed with a final cash flow analysis.

Cogitore Resources President Gérald Riverin stated: "Obtaining a Certificate of Authorization marks a very important milestone in the development of the Estrades project. The Company is proud of how its staff and Genivar successfully handled this complex permitting process. We are pleased that this crucial step and also that the bulk of the metallurgical studies are behind us so we can now focus on wrapping up the feasibility study, on negotiating a milling agreement and on continuing with the development of the project."

The Company is also pleased to announce that it has appointed Mr. Tony Brisson as Vice-President, Exploration. Mr. Brisson has served as the Company's Exploration Manager since November 2004 and has been particularly involved in the development of the Estrades and Scott Lake projects. Finally, the Company wishes to report that Daniel Goodman, while remaining a committed shareholder, did not stand for re-election to the board of directors for the coming year. The board wishes to thank Mr. Goodman for his great efforts in starting and developing the Company.

The Company has developed a strategic focus on base metal exploration in prospective areas that also feature infrastructure favourable for mining development. Accordingly, it focuses its work in the Abitibi Belt of Quebec and Ontario, and in the Central Belt of Newfoundland. The company maintains annual drilling contracts and is adequately funded to drill year-round.

On Behalf of the Board of Directors
Gérald Riverin
President and CEO

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/For further information: Gérald Riverin, President and CEO, Telephone:

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(WOO.)

CO: Cogitore Resources Inc.

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