

COGITORE RESOURCES INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

COGITORE RESOURCES INC. 372 Bay Street, 800, Toronto, Ontario, M5H 2W9.

Item 2. Date of Material Change

June 26, 2009.

Item 3. News Release

The Press Release was sent on June 26, 2009 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) 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

July 8, 2009.

Cogitore Resources Inc. Announces Election of New Director

TORONTO, ONTARIO, June 26, 2009

Cogitore Resources Inc. (WOO – TSX-V) (the “Company”) is pleased to announce that Alain Krushnisky was elected to the Company’s Board of Directors at the Company’s Annual General Meeting June 26, 2009.

Mr. Krushnisky is a financial consultant with almost twenty years experience working in the mining and exploration field, and who presently serves as Chief Financial Officer for four publicly listed junior exploration companies. Mr. Krushnisky is also a director of Majescor Resources Inc. and Orezone Gold Corporation.

On joining the Board, Mr. Krushnisky was granted 150,000 options to purchase common shares of the Company at an exercise price of \$0.15 per share expiring June 25, 2014, vesting immediately.

The foregoing is subject to approval of applicable regulatory authorities, as required.

The Company has developed a strategic focus on base metal exploration in prospective areas that also feature infrastructure favourable for mining development. Accordingly, it will focus its work in the Abitibi Belt of Quebec and Ontario, and in the Central Belt of Newfoundland.

On Behalf of the Board of Directors
Mark Goodman
Chairman of the Board
Telephone: 416-924-9893

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.
