

COGITORE RESOURCES INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

1. **REPORTING ISSUER**

COGITORE RESOURCES INC. ("Issuer")
372 Bay St. , Suite 800
Toronto, ON M5H 2W9

2. **DATE OF MATERIAL CHANGE**

April 8, 2010 and April 12, 2010.

3. **PRESS RELEASE**

Press releases disclosing this matter were issued on April 8, 2010 and April 12, 2010 via Marketwire - Toronto, Ontario.

4. **SUMMARY OF MATERIAL CHANGE**

The Issuer announced on April 8, 2010 (i) a non-brokered private placement with accredited investors, which may include certain insiders of the Issuer, of up to 2,000,000 flow-through common shares at a price of \$0.35 per flow-through common share for aggregate gross proceeds of up to \$700,000, and (ii) a non-brokered private placement with accredited investors of up to 1,600,000 units (the "Unit Offering") at a price of \$0.30 per unit for aggregate gross proceeds of up to \$480,000.

The Issuer announced on April 12, 2010 that it increased the size of the Unit Offering up to approximately \$580,000 of aggregate gross proceeds on the same terms as announced on April 8, 2010.

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

For further information, attached hereto are copies of the Press Releases.

6. **RELIANCE ON CONFIDENTIALITY SECTION**

Confidentiality is not requested.

7. **OMITTED INFORMATION**

Not applicable.

8. **EXECUTIVE OFFICER**

Further information regarding the matters described in this report may be obtained from Mark Goodman, Chairman of the Board of the Issuer, who is knowledgeable about the details of the material change and may be contacted at 416-924-9893.

9. DATE OF REPORT

April 14, 2010.



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OR FOR DISSEMINATION IN THE UNITED STATES.**

**COGITORE RESOURCES INC. ANNOUNCES
PRIVATE PLACEMENT FINANCING**

TORONTO, ONTARIO, April 8, 2010 - Cogitore Resources Inc. (the "Company") (WOO: TSX-V) is pleased to announce that, subject to regulatory approval, it has arranged (i) a non-brokered private placement with accredited investors of up to 2,000,000 flow-through common shares at a price of \$0.35 per flow-through common share for aggregate gross proceeds of up to \$700,000 (the "Flow-Through Offering"), and (ii) a non-brokered private placement with accredited investors of up to 1,600,000 units at a price of \$0.30 per unit for aggregate gross proceeds of up to \$480,000 (the "Unit Offering" and together with the Flow-Through Offering, the "Offerings"). Each unit will consist of one common share and one-half common share purchase warrant. Each whole common share purchase warrant will entitle the holder to purchase one additional common share at a price of \$0.45 per common share for a period of eighteen months after the closing of the Unit Offering, or earlier pursuant to the acceleration terms set forth below.

If on any 20 consecutive trading days after the issuance of the common share purchase warrants, the closing sales price (or closing bid price on the days when there are no trades) of the common shares of the Company listed on the TSX Venture Exchange is greater than \$0.45, the expiry date of the common share purchase warrants shall accelerate and be automatically amended to be the 30th day after the date on which the Company gives notice to the warrant holder of such acceleration.

Although the Offerings are non-brokered, the Company may protect offers received from registered dealers for the Flow-Through Offering when accepted by the Company, and in such case the Company will pay a cash commission of 6% of the purchase price of such flow-through common shares.

The Company will pay a due diligence fee and reimburse legal fees and expenses incurred by subscribers in connection with the Unit Offering of up to 3% of the aggregate gross proceeds of the Unit Offering.

The closing of the Offerings is subject to the receipt of all required regulatory approvals, including the approval of the TSX Venture Exchange. The Company is expecting the closing date for the Flow-Through Offering to occur on or about April 16, 2010 and the closing date for the Unit Offering to occur on or about April 30, 2010. All securities issued pursuant to the Offerings shall be subject to a hold period of four months from the date of closing.

The proceeds of the Flow-Through Offering will be used to fund the Company's ongoing exploration program, while the proceeds of the Unit Offering will be used to fund Company's ongoing exploration program and for general corporate purposes.

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.

Company management and directors propose to subscribe for up to 666,667 flow-through common shares pursuant to the Flow-Through Offering, in which event the Flow-Through Offering will be a “related party transaction” as defined under Multilateral Instrument 61-101 (“MI 61-101”). The transaction, however, will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any flow-through common shares issued to or the consideration paid by such persons will exceed 25% of the Company’s market capitalization. The material change report in respect of this related party transaction will be filed less than 21 days before the expected date of the closing of the Flow-Through Offering which the Company considers reasonable and necessary in the present circumstances, as the Company wishes to complete the private placement in a timely manner.

For more information please contact:

Gérald Riverin
President & CEO
Telephone: 819-764-6666 or

Mark Goodman
Chairman
Telephone: 416-924-9893

<http://www.cogitore.com/>

Forward Looking Statements

Certain statements contained in this news release may constitute forward-looking information within the meaning of securities laws. Forward-looking information may relate to our future outlook and anticipated events or results. In particular, statements relating to market conditions for the completion of the proposed private placement are forward-looking. In some cases, forward-looking information can be identified by terms such as “may”, “will”, “propose”, “expecting” or other similar expressions concerning matters that are not historical facts. These statements are based on the Company’s current expectations and assumptions that could prove to be incorrect. The forward-looking statements are not guarantees of future performance and undue reliance should not be placed on them. In making forward-looking statements, the Company has assumed that the market conditions for the private placement will remain favourable. Actual results may differ materially as a result of risks, uncertainties and other factors, such as changes in the general economic, regulatory, industry, market and business conditions; fluctuations in prices of precious and base metals and currency exchange rates; the possibility that future exploration results will not be consistent with the Company’s expectations; unanticipated costs and expenses; timing and availability of external financing on acceptable terms; dependence on key personnel; failure of equipment and development including, but not limited to, unusual or unexpected geological formations. Such factors are also described or referred to under the headings “Property and Financial Risk Factors Affecting Financial Instruments” and “Other Risk and Uncertainties” of the Company’s Management’s Discussion and Analysis for the quarter ending September 30, 2009, all of which are incorporated by reference herein and are available at SEDAR at www.sedar.com. We caution that the foregoing list of important factors is not exhaustive. Investors and others who base themselves on the Company’s forward-looking statements should carefully consider the above factors as well as the uncertainties they represent and the risk they entail.

You should not place undue importance on forward-looking information and should not rely upon this information as of any other date. The Company undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after the

date of this document or to reflect the occurrence of unanticipated events except where required by applicable laws.

Neither the 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.

www.cogitore.com



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**Cogitore Resources Inc. Announces
Correction to Private Placement Financing Press Release**

TORONTO, ONTARIO, April 8, 2010 - With respect to the press release issued by Cogitore Resources Inc. earlier today at 3:00 PM Eastern Time, there was a typographical error in the release with respect to the closing common share price that would accelerate the purchase warrant expiry date. The price should be \$0.55 instead of \$0.45.

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**COGITORE RESOURCES INC. ANNOUNCES
INCREASE TO PRIVATE PLACEMENT FINANCING**

TORONTO, ONTARIO, April 12, 2010 - Cogitore Resources Inc. (the "Company") (WOO: TSX-V) is pleased to announce that further to its press releases of April 8, 2010, whereby it announced, among other things, that it expected to raise up to \$480,000 by way of a non-brokered private placement of units (the "Unit Offering"), the Company has now increased the size of the Unit Offering, subject to regulatory approval. Up to approximately \$580,000 of aggregate gross proceeds will be raised through the issuance of units.

As previously announced, each unit will be priced at \$0.30 and will consist of one common share and one-half common share purchase warrant. Each whole common share purchase warrant will entitle the holder to purchase one additional common share at a price of \$0.45 per common share for a period of eighteen months after the closing of the Unit Offering, or earlier pursuant to the acceleration terms set forth below.

If on any 20 consecutive trading days after the issuance of the common share purchase warrants, the closing sales price (or closing bid price on the days when there are no trades) of the common shares of the Company listed on the TSX Venture Exchange is greater than \$0.55, the expiry date of the common share purchase warrants shall accelerate and be automatically amended to be the 30th day after the date on which the Company gives notice to the warrant holder of such acceleration.

The Company will pay a due diligence fee and reimburse legal fees and expenses incurred by subscribers in connection with the Unit Offering of up to 3% of the aggregate gross proceeds of the Unit Offering.

The closing of the Unit Offering is subject to the receipt of all required regulatory approvals, including the approval of the TSX Venture Exchange. The Company is expecting the closing date for the Unit Offering to occur on or about April 30, 2010. All securities issued pursuant to the Unit Offering shall be subject to a hold period of four months from the date of closing.

The proceeds of the Unit Offering will be used to fund Company's ongoing exploration program and for general corporate purposes.

The Company had also announced on April 8, 2010, a non-brokered private placement of up to 2,000,000 flow-through common shares at a price of \$0.35 per flow-through common share for aggregate gross proceeds of up to \$700,000. The terms of such offering remains unchanged and the flow-through offering is expected to close on or about April 16, 2010, subject to regulatory approval.

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You should not place undue importance on forward-looking information and should not rely upon this information as of any other date. The Company undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events except where required by applicable laws.

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