

COGITORE RESOURCES INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Cogitore Resources Inc.
1 Adelaide Street East, 21st Floor
Toronto, Ontario
M5C 2V9

Item 2. Date of Material Change

April 14, 2014

Item 3. News Release

The attached News Release was issued on April 14, 2014 via Marketwired.

Item 4. Summary of Material Change

Cogitore Resources Inc. Announces New CEO.

Item 5. Full Description of Material Change

For further information, attached hereto is a copy of the News 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
Executive Chairman
416-924-9893

Item 9. Date of Report

April 15, 2014



COGITORE RESOURCES ANNOUNCES NEW CEO

TORONTO, ONTARIO, April 14, 2014 – Cogitore Resources Inc. (“**Cogitore**”) (TSXV:WOO) announced today that Brian Howlett has agreed to become and has been appointed by the directors of Cogitore as its new President and Chief Executive Officer. Mr. Mark Goodman, Chairman, had been acting as interim President and Chief Executive Officer during the executive search since June 1, 2013.

Mr. Howlett brings over 25 years of senior financial management experience to Cogitore. He currently serves on the Board of Directors of Superior Copper Corporation and Goldeye Explorations Limited, two TSX Venture listed companies. Prior to joining Cogitore, Mr. Howlett was the President and Chief Financial Officer of Superior Copper Corporation. Mr. Howlett has a proven track record of adding value to clients and employers over his career. Previously, Mr. Howlett spent 12 years with ELI Eco Logic Inc., including 6 years as Chief Financial Officer, where he gained valuable experience in corporate restructuring. Mr. Howlett graduated in 1982 with a Bachelor of Commerce from Concordia University and received his CMA designation in 1989.

About Cogitore Resources Inc.

Cogitore is a mining exploration company engaged in the exploration for base metals with high precious metal tenors on properties located in Quebec and Ontario. The strategic focus is on known mineralized trends in close proximity to existing infrastructure, experienced work forces and mining friendly communities.

For more information please contact: Mark Goodman
Executive Chairman
Telephone: 416-924-9893
Email: mgoodman@cogitore.com

Brian Howlett
President and Chief Executive Officer
Telephone: 647-227-3035
Email: bhowlett@cogitore.com

Caution Regarding Forward-Looking Information

This news release includes certain forward-looking statements within the meaning of Canadian securities laws. Forward-looking statements involve risks, uncertainties and other factors that could cause actual results, performance, prospects and opportunities to differ materially from those expressed in such forward-looking statements. Forward-looking statements in this news release, include, but are not limited to, economic performance and future plans and objectives of the Company. Any number of important factors could cause actual results to differ materially from these forward-looking statements as well as future results. Although Cogitore believes that the assumptions and factors used in making the forward-looking statements are reasonable, undue reliance should not be placed on these statements, which only apply as of the date of this new release, and no assurance can be given that such events will occur in the disclosed timeframes or at all. Cogitore disclaims any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

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.