

**Form 51-102F3
Material Change Report**

**Section 7.1 of National Instrument 51-102
Continuous Disclosure Obligations**

1. Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

Mira Resources Corp. (the "Company")
Suite 408 – 837 West Hastings Street
Vancouver, BC
V6C 3N6

2. Dates of Material Change

November 10, 2009

3. News Release

The Company filed a news release on November 10, 2009 with the TSX Venture Exchange and the British Columbia, Alberta, Saskatchewan and Ontario Securities Commissions on SEDAR. The Company disseminated the news release through Canada Stockwatch and Market News Publishing.

4. Summary of Material Change

November 10, 2009 - Vancouver, British Columbia – Mira Resources Corp. (NEX: MRP-H) ("Mira Resources" or the "Company") is pleased to announce that it has closed its previously announced private placement (the "Offering") of 50,000,000 subscription receipts (each, a "Subscription Receipt") with Haywood Securities Inc. ("the Underwriter"). The subscription receipts were sold for \$0.30 per subscription receipt for total gross proceeds of \$15,000,000. Upon the satisfaction of certain conditions, including the Company obtaining an onshore oil and gas concession in Ghana, which the Company has an interest in obtaining due to oil and gas prospectivity, and reactivation of the Company and the listing of its common shares for trading on the TSX Venture Exchange (the "Exchange") (collectively, the "Release Conditions"), each Subscription Receipt will entitle the holder thereof, to one common share of the Company and one share purchase warrant (each, a "Warrant") to purchase one common share of the Company at a price of \$0.50 per share at any time on or before November 10, 2011.

5. Full Description of Material Change

See attached News Release.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Marion McGrath,
Corporate Secretary
Tel: (604) 684-6264 ext. 2

9. Date of Report

November 10, 2009.

Mira Resources Closes \$15 Million Bought Deal Financing

November 10, 2009 - Vancouver, British Columbia – Mira Resources Corp. (NEX: MRP-H) ("Mira Resources" or the "Company") is pleased to announce that it has closed its previously announced private placement (the "Offering") of 50,000,000 subscription receipts (each, a "Subscription Receipt") with Haywood Securities Inc. ("the Underwriter"). The subscription receipts were sold for \$0.30 per subscription receipt for total gross proceeds of \$15,000,000. Upon the satisfaction of certain conditions, including the Company obtaining an onshore oil and gas concession in Ghana, which the Company has an interest in obtaining due to oil and gas prospectivity, and reactivation of the Company and the listing of its common shares for trading on the TSX Venture Exchange (the "Exchange") (collectively, the "Release Conditions"), each Subscription Receipt will entitle the holder thereof, to one common share of the Company and one share purchase warrant (each, a "Warrant") to purchase one common share of the Company at a price of \$0.50 per share at any time on or before November 10, 2011.

In connection with the Offering, the Underwriter received a cash commission equal to 7% of the aggregate gross proceeds received by the Company from the sale of the Subscription Receipts by the Underwriter, except in respect of subscribers arranged by the Company, in which case the Underwriter received a cash commission equal to 3.5% of the aggregate gross proceeds received by the Company. Half of the commission payable to the Underwriter was paid on closing and the balance of the commission is payable upon satisfaction of the Release Conditions.

The securities issued pursuant to the Offering are subject to a hold period that will expire on March 11, 2010. The Offering remains subject to the final approval of the Exchange. The Offering was conducted in Canada on a private placement basis. In the United States, the offering was conducted on a private placement basis pursuant to exemptions from the United States Securities Act of 1933 (the "Act").

Proceeds from the Offering will be held in escrow with a Canadian trust company until the Release Conditions are met. If the Release Conditions are not satisfied on or before February 8, 2010 the subscription proceeds will be returned to purchasers with interest. The use of proceeds are for exploration and development of the onshore oil and gas concession and for general corporate purposes.

The Offering forms part of the Company's reactivation plan and anticipated eligibility to re-list its common shares on the Exchange. It is anticipated that if the Ministry of Energy in Ghana decides to award the onshore oil and gas concession to Mira Resources, this will occur before November 30, 2009. Details regarding the concession and the ancillary transactions relating to the acquisition of the concession will be contained in the filing statement to be prepared in connection with the transaction and press releases to be issued by the Company from time to time.

The Company also entered into a bridge loan agreement with Jay King in the amount of CDN\$320,000 to provide cash flow in connection with the expenses of the Offering and expenses relating to the reactivation application. The loan is unsecured, does not bear interest and is payable upon the earlier of the satisfaction of the Release Conditions and February 8, 2010. At the option of the holder, the loan is convertible into a maximum of 1,066,666 common shares of the Company. The Company has also entered into an agreement with Morgarlan Limited ("Morgarlan") pursuant to which Morgarlan has agreed to assist the Company with obtaining the oil and gas concession in Ghana, including activities relating to the Offering. The fees to Morgarlan are payable upon execution of a memorandum of understanding between the Company and the Ghana National Petroleum Corporation with respect to the

oil and gas concessions and, at the option of Morgarlan, may be paid in cash or common shares, or a combination thereof, of the Company at the then current market price of the common shares. The loan and the Morgarlan agreement are subject to Exchange approval.

The Company also expects to grant 9,000,000 options to officers, directors and consultants of the Company at an exercise price of \$0.35 per share. Granting of these options is conditional upon conversion of all of the Subscription Receipts issued in the Offering and Exchange approval.

For further information, please contact: Johnathan More at 604-687-7742.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any security. The Subscription Receipts or any common shares or Warrants issuable upon conversion of the Subscription Receipts will not be or have not been registered under the Act and many not be sold the United States absent registration under the Act or an applicable exemption from registration requirements.

Cautionary Note Regarding Forward-Looking Statements

This press release includes certain "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and Canadian securities laws. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual events and results to differ materially from Mira Resources' expectations include the need to satisfy the conditions set forth in any agreement entered into in connection with the Offering; the need to satisfy regulatory and legal requirements with respect to the Offering, the Morgarlan finder's fee agreement, the bridge loan and the granting of the stock options; timing of the grant of the onshore concession to Mira Resources, if at all; risks related to the Company's reactivation on the Exchange; risks related to the exploration stage of the Company's projects; market fluctuations in prices for securities of exploration stage companies; and uncertainties about the availability of additional financing.

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved or disapproved the contents of this press release.