MATERIAL CHANGE REPORT PURSUANT TO

NATIONAL INSTRUMENT 51-102

1. **NAME AND ADDRESS OF COMPANY**

Medoro Resources Ltd. ("Medoro"), 110 Yonge Street, Suite 1502, Toronto, Ontario M5C 1T4.

2. **DATE OF MATERIAL CHANGE**

March 22, 2006

3. **NEWS RELEASE**

A press release disclosing the material change was issued by Medoro, through Canada Newswire, on March 22, 2006.

4. **SUMMARY OF MATERIAL CHANGE**

On March 22, 2006 Medoro announced that it had entered into an agreement to acquire all of the shares of Panwest Seas Corporation Ltd., which holds the rights to the Lo Increible 4A & 4B exploration properties located in the El Callao area of the State of Bolivar, Venezuela.

Upon completion of the transaction Medoro will issue 120,000,000 common shares to the shareholders of Panwest in consideration of the acquisition of Panwest, and will pay US$1,000,000 in cash, payable upon closing of the transaction. Medoro has also agreed to pay to the sellers a royalty of US$15 per ounce of gold on all production from the Lo Increible 4A & 4B mining properties.

Pursuant to OSC Rule 61-501, the Board of Directors, excluding Messrs Iacono, de la Campa and Arata, have approved the transaction subject to the receipt of an independent valuation of Panwest's properties. In addition, the transaction is subject to regulatory approval and requires the approval of a majority of Medoro shareholders, excluding shares held by interested parties.

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

The Transaction

On March 22, 2006 Medoro announced that it had entered into an agreement (the "Agreement") with Corporacion Vengroup, S.A, The Carrington Trust, The BP Trust, Torino Consultants Ltd., The KFK Trust, Orinoquia Belt, C.A., Socobal Corporation, Andes Investments A.V.V., Amerisur Corporation Ltd. and Peter Volk (together, the "Sellers") to acquire 10,000 common shares of Panwest Seas Corporation Ltd. ("Panwest"), representing all of the issued and outstanding capital of Panwest. Panwest holds the rights to the Lo Increible 4A & 4B exploration properties located in the El Callao area of the State of Bolivar, Venezuela.

Pursuant to the Agreement, upon completion of the transaction, Medoro will issue 120,000,000 common shares of Medoro to the Sellers in consideration of the acquisition of Panwest, and will pay US$1,000,000 in cash, payable in four equal quarterly instalments payable on the date of closing of the transaction and the dates that are three months, six months and nine months, respectively, after closing. In addition, Medoro is to pay to the Sellers a royalty of US$15 per ounce of gold on all production from the Lo Increible 4A & 4B mining properties.

The Agreement also provides that Medoro is to assume and pay for all obligations of the Sellers incurred in connection with the acquisition as well as the management and maintenance of their respective interests.

Panwest is incorporated under the laws of the British Virgin Islands and is beneficially owned by the Sellers. All of the Sellers are at arms' length to the company, other than The BP Trust, to which Serafino Iacono provides investment advice, Torino Consultants, which is beneficially owned by Miguel de la Campa, The KFK Trust, the beneficiaries of which are the family of Jose Francisco Arata, Orinoquia Belt, which is beneficially owned by Miguel de la Campa and, indirectly, by The BP Trust and Peter Volk. Each of Serafino Iacono, Miguel de la Campa and Jose Francisco Arata are directors of the company and Peter Volk is an officer of the company. As a result, the acquisition of Panwest is regarded as a "related party transaction" under Ontario Securities Commission Rule 61-501 ("OSC Rule 61-501").

Pursuant to OSC Rule 61-501, the Board of Directors, excluding Messrs Iacono, de la Campa and Arata, have approved the transaction subject to the receipt of an independent valuation of Panwest's properties. In addition, the transaction is subject to regulatory approval and requires the approval of a majority of Medoro shareholders, excluding shares held by interested parties.

The Acquired Property

The Lo Increible 4A and 4B properties, totalling 2,216 hectares, are located immediately north, and adjacent to, Crystallex International Corporation's La Victoria property in the El Callao district of Venezuela. In addition to Crystallex, Gold Fields, Hecla Mining and CVG-Minerven all have producing gold mines and are actively exploring for gold in the area. The properties are held under mining contracts granted by Corporacion Venezolana de Guayana (CVG).

Although a significant amount of exploration work has been done on the Lo Increible concessions over the past decade, Medoro has initiated its own independent review, the results of which will be available in the near future.

The property is of interest to Medoro as, in addition to any resources that may be expected based on past exploration work, there are strong drill indications of at least five additional targets within the properties – Lapa Dos, Corinas, Tabaire, Los Gritos and La Cruz West. In addition, there are multiple, strong geochemical soil and rock sample anomalies that appear to have excellent exploration potential. Lastly, drilling has shown that high grade ore shoots occur at depth below the La Cruz deposit.

Acquisition of the properties will provide Medoro with significant interests in a prolific gold exploration and development region. The acquisition diversifies Medoro's exploration and country risk and provides another platform for enhancing shareholder value. Accordingly, Medoro intends to initiate an aggressive exploration and resource definition program on the properties.

Interests of Related Parties in the Transaction

The BP Trust, Torino Consultants Ltd. and the KFK Trust each own 12% of Panwest, Orinoquia Belt, C.A. owns 7.5%, and Peter Volk owns 1%. Currently, Miguel de la Campa, directly, and Serifino Iacono, indirectly through the provision of advice, collectively control less than 0.01% of the issued and outstanding shares of Medoro. Accordingly, upon completion of the transaction the shareholdings in Medoro (expressed as a percentage) of each of the shareholders of Panwest will be as follows:

- Corporation Vengroup, S.A. 12.0%
- The Carrington Trust 4.1%
- The BP Trust 4.1%
- Torino Consultants Ltd. 4.1%
- The KFK Trust 4.1%
- Orinoquia Belt, C.A. 2.6%
- Socobal Corporation 1.1%
- Andes Investments A.V.V. 1.1%
- Amerisur Corporation Ltd. 0.7%
- Peter Volk 0.3%

6. **RELIANCE OF SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102**

Not Applicable.

7. **OMITTED INFORMATION**

Not Applicable

8. **EXECUTIVE OFFICER**

Peter Volk, Secretary of Medoro, is knowledgeable about the material change and this Report and can be reached at 416-603-4653.

9. **DATED** at Toronto, Ontario this 29th day of March, 2006.

MEDORO RESOURCES LTD.

By: *"PeterVolk"*
Peter Volk
Secretary