MATERIAL CHANGE REPORT
UNDER SUBSECTION 7.1 (2) OR (3)
OF NATIONAL INSTRUMENT 51-102

Item 1. **Reporting Issuer**

Marifil Mines Limited
1506 W. Forest Hills Drive
Spokane, WA 99218

Item 2. **Date of Material Change**

March 23, 2006

Item 3. **News Release**

The Issuer issued a News Release dated March 23, 2006 which was disseminated via Canada newswire and Stockwatch.

Item 4. **Summary of Material Change**

The Issuer announces a non brokered private placement.

Item 5. **Full Description of Material Change**

MARIFIL MINES LTD. (MFM: TSX-V) announces it has arranged a non-brokered private placement of 2 million units at a price of C$0.30 per unit. Each unit will comprise one Common Share and one-half Warrant. The shares will have a four month hold period. One full Warrant can be used to purchase a second Common Share at a price of $0.40 for a period of one year.

No finders' fees are payable in connection with this transaction. Proceeds from the placement will be used for general working capital. The above is subject to regulatory approval.

Item 6. **Reliance on subsection 7.2(2) or (3) of National Instrument 51-102**

Not applicable. This report is not being filed on a confidential basis.

Item 7. **Omitted Information**

Not applicable.

Item 8. **Executive Officer**

To obtain further information, contact John Hite, President of the Issuer at 1-509-467-5200 or jbhite@comcast.net.

Item 9. **Date of Report**

March 23, 2006