FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Carrington Acquisition Corp. (the "**Corporation**" or “**Carrington**”)
383 Richmond Street, Suite 502
London, ON N6A 3C4

Item 2 Date of Material Change

February 13, 2008

Item 3 News Release

A press release dated February 13, 2008, disclosing in detail the material summarized in this Material Change Report was issued by McLeod & Company, LLP, from Calgary, Alberta, on February 13, 2008, and disseminated through the facilities of a recognized newswire service.

Item 4 Summary of Material Change

The Corporation announced that it had terminated its proposed transaction with Duyfken Explorations Pty Limited (“**Duyfken**”).

Item 5 Full Description of Material Change

The Corporation announced that its term sheet agreement with Duyfken respecting a proposed transaction dated June 15, 2007 has been terminated. Carrington had previously announced (July 5, 2007) that it had reached agreement with Duyfken for the acquisition of 100% of the issued and outstanding shares of Duyfken. Carrington had intended that this transaction would meet the requirements for a Qualifying Transaction (as defined in TSX Venture Exchange Policy 2.4) however, certain obligation under the term sheet agreement were not fulfilled by Duyfken within the timeframes stipulated in the agreement.

Trading in the common shares of Carrington was halted pending the announcement and completion of the proposed Duyfken transaction, but it is now expected to resume shortly under the symbol CAQ.P.

Carrington continues to actively pursue other opportunities for potential Qualifying Transactions and has enough cash to find and complete a Qualifying Transaction.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

George Lunick President
(519) 679-1300

Item 9 Date of Report

February 13, 2008