FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Tirex Resources Ltd.
5052 Victoria Drive
Vancouver, B.C. V5P 3T8

Item 2 Date of Material Change

August 24, 2009

Item 3 News Release

The news release dated August 24, 2009 was issued from Vancouver, BC, and disseminated through Canada Stockwatch and Market News.

Item 4 Summary of Material Change

Tirex Resources Ltd. (“Tirex”) is pleased to announce that it has completed its private placement announced July 30, 2009 totalling $3,108,280. These funds were raised through the issuance of 4,440,400 common shares (the “Shares”) at a price of $0.70 per share. No warrants were issued in connection with the financing.

Item 5 Full Description of Material Change

Tirex Resources Ltd. (“Tirex”) is pleased to announce that it has completed its private placement announced July 30, 2009 totalling $3,108,280. These funds were raised through the issuance of 4,440,400 common shares (the “Shares”) at a price of $0.70 per share. No warrants were issued in connection with the financing.

With the financing now closed, Tirex also qualifies for future additional matching funds from the European Bank for Reconstruction and Development (EBRD) under the terms of the company’s funding agreement with the EBRD announced on October 9, 2008.

In solid financial condition, Tirex is intensifying operations onsite at Mirdita. The Tirex program, moving forward, will include both advanced stage definition and expansion drilling in known areas of mineralization alongside of discovery-focused exploration drilling in areas of the District previously unexplored. The exploration component of the program will be based on the past year of intense prioritization work in the field that included detailed ground geophysics, geochemistry and geological analysis.

Recently, Tirex announced a 57% land expansion of the Mirdita District and the size of this District of projects now stands at 553 sq km. Currently, Tirex is focussed on drilling at an area of the property named Letitna. Letitna has significant tonnage potential and recent Tirex drill results have included wide intercepts of strong copper, zinc, gold and silver mineralization. In addition to continued drilling at Letitna, Tirex will also start exploration drilling in areas of the property such as the newly identified East Slope Trend and south of the Munelle deposit, underneath a melange unit that hampered past state-run exploration efforts.

As consideration for services rendered in connection with the private placement, the Company paid finder's fees aggregating $200,560.50 and issued an aggregate 28,890 common shares ("Finder's Fee Shares") at a deemed price of $0.70 per share. The Shares issued pursuant to the private placement and Finder's Fee Shares are subject to a hold period expiring December 22, 2009.

Tirex is a company purpose-built to explore and develop the large 553 square kilometer Mirdita District in Albania. The nature of the VMS mineralization in this District provides Tirex investors with exposure to a high grade basket of metals: Copper, Zinc, Gold and Silver. The property is readily accessible by paved and gravel roads and is located 70 km north of the capital city of Tirana. The property covers the core of the historically productive Mirdita VMS base metal district. It represents an opportunity to explore Copper, Zinc, Gold and Silver zones that were previously partially mined, explored or evaluated at lower metal prices, and provides an opportunity to apply modern exploration techniques toward the discovery of new VMS deposits and extensions of known zones. In addition to the 17 historical deposits identified by previous state-run exploration, Tirex has identified numerous high priority exploration targets resulting from the 2007 airborne geophysical survey, ongoing ground geophysics, geological mapping and other field work. The Mirdita exploration project is managed by an experienced team of Canadian geologists and other professionals, and several senior Albanian geologists, geophysicists and surveyors.

Further details on the Mirdita District can be found on the Tirex website at www.TirexResources.com .

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

Confidentiality is not requested.

Item 7 <u>Omitted Information</u>

No information has been omitted in respect of the material change.

Item 8 <u>Executive Officer</u>

Bryan Slusarchuk, CEO and Director
Tel (604) 687-7160

Item 9 <u>Date of Report</u>

August 24, 2009