

FORM 51-102F3

Material Change Report

ITEM 1. NAME AND ADDRESS OF COMPANY

MAX Minerals Ltd.
1810 – 925 West Georgia Street
Vancouver, BC, V6C 3L2

ITEM 2. DATE OF MATERIAL CHANGE

August 12 2009

ITEM 3. NEWS RELEASE

A News Release dated and issued on August 12, 2009 at Vancouver, British Columbia, and disseminated through Stockwatch and Marketnews.

ITEM 4. SUMMARY OF MATERIAL CHANGE

MAX Minerals Ltd. (the “Company”) announces that it has entered into an agreement with Seabridge Gold Inc. (“Seabridge”) to sell a 100% interest in 22 mineral claims totaling 8,975 hectares (approximately 22,160 acres) immediately adjacent to Seabridge’s 100% owned KSM project located in British Columbia, Canada.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

The Company announces that it has entered into an agreement with Seabridge Gold Inc. (“Seabridge”) to sell a 100% interest in 22 mineral claims totaling 8,975 hectares (approximately 22,160 acres) immediately adjacent to Seabridge’s 100% owned KSM project located in British Columbia, Canada. On closing of the transaction, which is expected to occur within 30 days, Seabridge will pay MAX C\$1.0 million in cash, issue MAX 75,000 common shares of Seabridge and grant MAX a 2.5% net smelter royalty (“NSR”) on the claims being purchased. The purchased claims are also subject to a 2% NSR in favor of the original owner of the claims under which Seabridge would be required to pay 10 annual advance royalty payments of C\$100,000 each, ending in 2018, which amounts would be credited against any payments due under the 2% NSR. Closing of the transaction is subject to regulatory approval.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Contact: Andriyko Herchak, President
Telephone: 604-684-6707

ITEM 9. DATE OF REPORT

DATED at Vancouver, BC, this 1st day of day of September, 2009.

MAX MINERALS LTD.

“Andriyko Herchak”

Andriyko Herchak, President