

**FORM 51-102F3**  
***Material Change Report***

Item 1. **Name and Address of Company**

Auramex Resource Corp.  
750 Grand Boulevard  
North Vancouver, B.C.  
V7L 3W4

Item 2. **Date of Material Change**

July 8, 2008

Item 3. **News Release**

A news release dated July 8, 2008, concerning the material change was forwarded to Canada Stockwatch and Market News for dissemination and was SEDAR filed with the British Columbia and Alberta Securities Commissions and the TSX Venture Exchange.

Item 4. **Summary of Material Change**

The Company has issued a total of 1,150,000 units pursuant to the closing of a private placement originally announced May 7, 2008 and July 4, 2008. Related parties participated in the placement.

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

The Company has issued a total of 1,150,000 units at \$0.10 per unit pursuant to the closing of a private placement originally announced May 7, 2008 and July 4, 2008. Each unit consists of one common share and one share purchase warrant entitling the holder to purchase one additional common share for a period of two years from the date of issue, at a price of \$0.10 per share. The common shares and warrants issued under the placement, and any shares issued pursuant to the exercise of the share purchase warrants, are subject to a four month hold period under applicable securities laws, and imposed by the TSX Venture Exchange, expiring November 9, 2008.

The Company paid finders' fees totalling \$6,000 in connection with the transaction.

Judie Whitby ("Whitby"), a director and the Chief Financial Officer of the Company, and therefore a related party, participated in the private placement to the extent of 250,000 units. In that connection, Whitby entered into a private placement subscription agreement containing terms and conditions typical in such transactions. As a result of the transaction, Whitby now owns a total of 1,248,000 common shares of the Company, representing approximately 3.4% of the

currently issued and outstanding shares of the Company. If the share purchase warrants acquired by Whitby under the private placement are exercised in full, the additional 250,000 common shares issued, together with the existing 1,248,000 shares, would total 1,498,000 common shares, representing approximately 4.1% of the outstanding common shares of the Company, assuming no further common shares had been issued from the date hereof.

David Dunn (“Dunn”), a director of the Company, and therefore a related party, participated in the private placement to the extent of 300,000 units. In that connection, Dunn entered into a private placement subscription agreement containing terms and conditions typical in such transactions. As a result of the transaction, Dunn now owns a total of 829,000 common shares of the Company, representing approximately 2.3% of the currently issued and outstanding shares of the Company. If the share purchase warrants acquired by Dunn under the private placement are exercised in full, the additional 300,000 common shares issued, together with the existing 829,000 shares, would total 1,129,000 common shares, representing approximately 3.1% of the outstanding common shares of the Company, assuming no further common shares had been issued from the date hereof.

Equity and debt financing is the Company’s primary source of capital, and the Company’s purpose and business reason for conducting the private placement is to fund exploration activities on its mineral exploration properties and to provide working capital. The private placement will also increase the number of shares and share purchase warrants outstanding. Otherwise, it is not expected to materially affect the Company’s business and affairs.

The acquisition of common shares by Whitby and Dunn under the private placement, both initially and pursuant to the exercise of underlying share purchase warrants, will increase their voting influence at general meetings of the Company. Also, if the value of the shares increases, Whitby and Dunn could derive a financial benefit from the sale of their shares. The private placement was approved by the Company’s Board of Directors, and no director opposed the transaction. No independent committee of the Board was formed to consider the transaction. No formal valuation was prepared in connection with the transaction and the Company is not aware of any prior valuation prepared within the past 24 months that would be relevant to the transaction.

The Company is exempt from the requirements of TSX Venture Exchange Policy 5.9 (“Policy 5.9”) with respect to the preparation of an independent valuation in connection with the transaction, as no securities of the Company are listed or quoted on the Toronto Stock Exchange, the New York Stock Exchange, the American Stock Exchange, the NASDAQ Stock Market, or a stock exchange outside of Canada and the United States. The Company is also exempt from the requirements of Policy 5.9 with respect to minority shareholder approval of the transaction, as neither the fair market value of the subject matter of the transaction

nor the fair market value of the consideration for the transaction exceeds 25% of the Company's market capitalization.

Closing of the private placement has already occurred as the transaction was straightforward and there existed no unsatisfied preconditions to completion.

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

N/A

Item 7. **Omitted Information**

N/A

Item 8. **Executive Officer**

The following executive officer of the Company is knowledgeable about this report and the material change disclosed herein:

Heather Conley  
President & CEO  
Tel: (604) 682-5123

Item 9. **Date of Report**

July 10, 2008