

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company

Champlain Resources Inc. (“Corporation”)
1614, 246 Stewart Green S.W.
Calgary, Alberta T3H 5G3

Item 2. Date of Material Change

March 17, 2010

Item 3. News Release

A press release reporting the material change, a copy of which is attached, was issued by the Corporation at Calgary, Alberta through the services of Filing Services Canada on March 17, 2010.

Item 4. Summary of Material Change

Champlain Resources Inc. announced that John Arnold and Rob Montemarano were appointed as directors of the Corporation effective March 17, 2010.

Item 5. Full Description of Material Change

The full details of the material change are more fully described in the attached press release.

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

Not Applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Troy Mochoruk
Chairman and Chief Executive Officer
1614, 246 Stewart Green S.W.
Calgary, AB T3H 5G3
Telephone No.: (403) 618-8989

Item 9. Date of Report

March 23, 2010



Press Release

March 17, 2010

Champlain Resources Inc. announces new Board Appointments

John M. Arnold as new Chairman and Director; and

Rob Montemarano as Director

Calgary, Alberta, Canada, Champlain Resources Inc. ("Champlain" or the "Corporation"), listed on the TSX Venture NEX Exchange under the trading symbol "CPL.H", is pleased to announce the appointment of Mr. John M. Arnold as the Company's new Chairman and director and Mr. Robert Montemarano as director. The appointments are effective March 17, 2010.

Mr. Arnold B.A., C.A. is a financial consultant whose experience with numerous public and private companies includes the forestry, mining, technology and energy sectors. He has been a Director of Queenston Mining Inc. since 1990 and from 1996 to 2006 was Chief Financial Officer of that company. He is currently a Director and C.F.O. of X-Cal Resources, and a director of Thundermin Resources Inc., and the Treasurer of Newport Gold Inc., all public companies. He also is a director of Total Forest Industries Inc., a private corporation and director of the Riverbrink Art Museum, a not-for-profit art museum located in Niagara on the Lake in Ontario.

Mr. Rob Montemarano B.A. is Vice-President of Lakeview Group Ltd., a residential property development and construction company. Lakeview has built over 9,000 homes and developed 14,000 residential lots since 1980. The majority of Lakeview's developments are in the Greater Toronto Area. Lakeview has also developed residential and recreational properties at Mt. Ste. Anne Ski Resort in Quebec, Atlantic City, and Florida.

Mr. Montemarano has been involved in corporate and project financing activities in real estate, mining, and a variety of other industries. He is a director Armada Data Corporation and is a member of the audit committee. He was a director of Ontex Resources Ltd (now Goldstone Resources Inc.) from September 1995 to December 2009. He was also a director of Leader Capital Corp. from August

1998 to August 2000, a director of Foundry Holdings Corp (formerly Golden Treasure Inc.) from 2000 to 2003, and a director of Global Net Entertainment from 2000 to 2003, all public companies.

About Champlain Resources:

Champlain Resources has recently transitioned its business focus to resource exploration and development as a mining issuer and has the option to earn a 55% interest in the Gordon Lake Gold Project located in the Northwest Territories pursuant to a Letter of Intent with Boxxer Gold Corp.

The Gordon Lake Property is host to a minimum of seven (7) auriferous quartz veins which have been documented to extend over a 2 km strike length.

Historical drilling on the property has identified three discrete zones, the Main, South and Union. The South Zone contains the most prolific intersections to date but all three zones have encouraging intersections. For example, the drilling in 1988 on the South Zone pierced three ore lenses ranging in grade from 14.1 g/t to 145 g/t Au over widths ranging from 0.9 meters to 4.2 meters.

Follow-up drilling during the 2005 campaign intersected such grades and widths as 4.12 g/t Au across 1.45 meters in the Main Zone, 5.6g/t Au across 6.65 meters and 20.35 g/t Au across 2.7 meters in the South Zone and 3.42 g/t Au across 5.37 meters in the Union Zone.

There are numerous other quartz veins occurring as surface targets which have not yet had any extensive exploration. A program is being planned to channel sample and geophysically survey the relatively unexplored quartz veins on the Gordon Lake Property in order to organize for a drill program in 2010.

For further information contact:

Mr. Troy Mochoruk

Chairman & CEO:

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Calgary, AB T3H 3C8

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This press release contains certain forward-looking statements including without limitation expectations regarding the satisfaction of certain conditions set forth in the Letter of Intent. These statements are based on Champlain's current expectations and assumptions that could prove to be incorrect. The forward-looking statements are not guarantees of future performance and undue reliance should not be placed on them. The Corporation has assumed that the

terms of the Letter of Intent will be acceptable to regulatory authorities and that the proposed private placement can be and will be completed on a timely basis. The Corporation has relied wholly on the Report provided by Aurora Geosciences with respect to the disclosures made with respect to the Gordon Lake Property, which have been reviewed by David White, an author thereof. Actual results may differ materially as a result of risks, uncertainties and other factors, such as: changes in the general economic, regulatory, industry, market and business conditions, fluctuations in commodity prices and currency exchange rates; the successful and timely implementation of growth projects; imprecision of reserve estimates; environmental risks; and competition from other industry participants. In addition to the foregoing risk factors, the assumptions made by the Corporation are subject to the risk that regulatory approval is not within the control of the Corporation and there can be no assurance that any portion of the proposed financing will be completed. Also affecting the accuracy of any forward-looking statement is the availability of capital required to implement future operational plans, uncertainties resulting from potential delays or changes in plans, among others. Unless otherwise required by securities laws, the Corporation is not under any obligation to update the forward looking statements, assumptions and related risks made herein.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accept responsibility for the adequacy or accuracy of this release.

THE TSX VENTURE EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.