

Form 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of the Issuer

MacMillan Gold Corp. (“MacMillan” or the “Issuer”)
350 Wellington Street West, Suite G-19
Toronto, Ontario
M5V 3W9

2. Date of Material Change

March 31, 2008.

3. News Release

The news release, attached hereto as Schedule “A”, was disseminated on April 3, 2008 through Marketwire and was filed on www.SEDAR.com under the Issuer’s profile with the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission and the TSX Venture Exchange.

4. Summary of Material Change

The Issuer announced the entering into of a letter of intent (the “LOI”) with Duran Ventures Inc. (“Duran”) regarding a business combination (the “Business Combination”) of the two entities.

5. Full Description of Material Change

The Issuer announced it had entered into a binding letter of intent with Duran regarding the combination of its businesses, which is expected to proceed by way of plan of arrangement or such other method as agreed to by the parties in a definitive agreement to be entered into on or prior to completion of the Business Combination which ensures the most efficient structure for each of the parties and their respective securityholders.

Duran and MacMillan are currently joint holders of Minera Aguila de Oro SAC, which is the holder of MacMillan’s and Duran’s Peruvian mineral properties. The offer is based upon the assumptions that MacMillan will complete a “spin out transaction” of MacMillan’s Mexican mineral properties prior to or in conjunction with the proposed Business Combination. The working capital of Duran and MacMillan will be adjusted to be matching amounts at the time of completion of the Business Combination. Adjustments to each party’s working capital will be made to reflect that the inter-company payables and receivables related to the current joint venture are eliminated on completion of the Business Combination since they are reflected in the combined values for 100% of Minera Aguila de Oro SAC. The parties have committed not to enter into transactions which would create any additional dilution, other than in certain circumstances including a potential financing of Duran. Proceeds from any such financing by Duran would be excluded from the matching working capital calculations noted above.

Pursuant to the proposed terms of the Business Combination, unexercised warrants and stock options of MacMillan will be exchanged for similar convertible securities of Duran.

Based on the current fully diluted common shares of Duran and the fully diluted common shares of MacMillan, upon completion of the Business Combination the current Duran shareholders will hold approximately 48% of the common shares of Duran and the current MacMillan shareholders will hold approximately 52% of the common shares of Duran, on a fully diluted basis.

The Business Combination provides MacMillan will not transfer any Duran shares it currently holds into the entity to which its Mexican properties are proposed to be transferred, and may be included in MacMillan's working capital calculation at the time of completion of the Business Combination. The 5% net smelter return held by MacMillan will be eliminated if the Business Combination is completed.

The LOI provides for \$150,000 to be deposited in trust in respect of costs and expenses of the Business Combination, the full amount of which shall be released to a party if the other party does not obtain shareholder approval (if required) for the Business Combination, provided such party obtains any necessary shareholder approval, in order to partially offset the costs incurred by the such party in respect of the Business Combination. If both or neither receive shareholder approval such funds shall be returned to the parties equally. The LOI further provides that each party shall deposit a further \$375,000 in trust as a break up fee, which shall be released to a party if it is able to complete the Business Transaction and the other is not after shareholder approvals have been received. A party may elect to terminate the Business Combination and receive the Break Fee if there is a material change in the board of directors (a change of 50% or more of the directors) of the other party, which the terminating party deems unacceptable at its sole discretion.

The Business Combination is subject to all necessary shareholder, regulatory and stock exchange approvals approvals.

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

Not applicable.

7. Omitted Information

No significant facts have been omitted from this report.

8. Executive Officer

For further information, please contact George A. Brown, Chief Executive Officer of MacMillan, at (416) 867-1101.

9. Date of Report

DATED this 10th day of April, 2008.

(“signed”)

 George A. Brown
 Chief Executive Officer

SCHEDULE "A"**Duran Ventures Inc. & MacMillan Gold Corp. Joint Release**

NEWS RELEASE 2008- J6

Duran Ventures and MacMillan Gold Agree To Business Combination

TORONTO, CANADA – April 3, 2008 – George A. Brown, CEO of both Duran Ventures Inc. (TSX-V:DRV) ("Duran") and MacMillan Gold Corp. (TSX-V:MMG) ("MacMillan"), is pleased to provide the following information regarding a binding letter of intent ("LOI") dated March 31, 2008.

On March 6, 2008 the board of Duran authorized the three non-executive directors to negotiate with MacMillan and enter into a binding agreement to acquire or combine the 50% of Minera Aguila de Oro SAC held by MacMillan with the 50% held by Duran. Minera Aguila de Oro SAC is the Company in Peru in which the property titles and permits are held by the joint venture between the two companies.

On March 31, 2008, Duran made an offer which MacMillan accepted for a "Business Combination" to achieve the intended goals. Duran's offer will result in MacMillan shareholders receiving one share of New Duran for each two shares of MacMillan. Duran shareholders will receive one share of New Duran for each share of Duran. Unexercised warrants and stock options in MacMillan will become warrants or stock options in New Duran on the same basis of one for two which will result in half the number of warrants or stock options available for exercise at twice the current exercise prices. Warrants or stock options in Duran become warrants or stock options in New Duran in the same numbers exercisable at the same prices. The offer is based upon the assumptions that MacMillan Gold will complete the "Spin Out Transaction" which was approved by MacMillan shareholders on March 31, 2008 prior to or in conjunction with the proposed Business Combination.

Based on the current fully diluted of Duran being 31,831,158 and the fully diluted of MacMillan being 68,941,752 the fully diluted of New Duran would be 66,307,034 with current Duran shareholders owning 48% of New Duran and current MacMillan shareholders owning 52% of New Duran based on a fully diluted basis. The 4% premium to MacMillan shareholders was considered reasonable and acceptable by Duran due to MacMillan owning approximately 5% of the shares of Duran (1,300,000 shares) and MacMillan having a right to revert at any time from the current 50:50 joint venture to a 5% NSR without any further joint venture spending by granting Duran a 100% interest in the joint venture.

The Business Combination provides that "Spin Out" MacMillan (Mexico) will not retain any of the 1,300,000 shares of Duran and will not purchase any shares of Duran for 24 months without the express written approval of New Duran. The Business Combination also provides that the 5% NSR will be eliminated if the transaction is completed.

The working capital of Duran and of MacMillan will be adjusted to be matching amounts for purposes of the Business Combination. Adjustments to each company's working capitals will be made to reflect that the inter-company payables and receivables related to the current joint venture eliminate on combination since they are reflected in the combined values for 100% of Minera Aguila de Oro SAC. MacMillan has committed not to enter into transactions which would create any additional dilution which could increase the current maximum New Duran shares due to MacMillan shareholders. Duran may complete a financing with the express written approval of MacMillan. Proceeds from a subsequent financing by Duran would be excluded from the matching working capital calculations mentioned above.

The Business Combination is subject to shareholder approvals by Duran and by MacMillan. A joint information circular will be prepared and mailed to both shareholder groups to explain and solicit the required shareholders approvals.

Each company has committed \$150,000 In Trust (\$300,000) to be released to the company that obtains shareholder approval if the other company does not. This is to partially offset the costs incurred by the successful company if the other is not able to complete shareholder approval for the Business Combination. If both or neither receive shareholder approval the money is divided equally. Each company has also committed \$375,000 In Trust (\$750,000) as a Break Up Fee. This will be released to the damaged party if one party is able to complete the Business Transaction and the other is not after shareholder approvals have been received. Either company may elect to terminate the Business Combination and receive the Break Fee if there is a material change in the board of

directors (a change of 50% or more of the directors) of the other company which the terminating party deems unacceptable to them at their sole discretion.

Duran is excited about the prospect of advancing 100% of Minera Aguila de Oro SAC and the Peru properties. Both companies feel that the Business Combination will remove the uncertainty surrounding the potentially large 5% NSR and improve the efficiency of the development of the Peru assets. MacMillan feels that this will allow them to proceed with their original business plan of gold and silver exploration in Mexico as a result of the "Spin Out Transaction". MacMillan also feels that this plan will result in a more favourable valuation for MacMillan shareholders for the combined value of our Mexico assets and 50% share of Peru assets being converted to New Duran shares.

Investors are invited to visit the MacMillan Gold IR Hub at www.agoracom.com/IR/MacMillan where they can post questions and receive answers or review existing questions and answers. Investors may also email questions or request to be added to the investor email list at MMG@agoracom.com.

*Duran Ventures Inc. and MacMillan Gold Corp .are Canadian resource companies
listed on the TSX Venture Exchanges: Symbols "DRV" & "MMG"*

*For additional information, contact: Tel: (416) 867-1101 Fax: (416) 867-1222
Emails: duranventures@ca.inter.net & macmillangold@ca.inter.net*

The TSX Venture Exchange has not reviewed and accepts no responsibility for the adequacy or accuracy of this news release