

FORM 51-102F3
Material Change Report

Item 1. Name and Address of Company

Adastra Minerals Inc. (the "Company")
Suite 950 - 1055 West Georgia Street
Vancouver, BC V6E 3P3

Item 2. Date of Material Change

September 21, 2004

Item 3. News Release

The News Release dated September 21, 2004 was forwarded to the Toronto Stock Exchange and disseminated via Canada Newswire (North American Disclosure).

A copy of the News Release is attached as Schedule "A".

Item 4. Summary of Material Change

The Company announced that its wholly owned subsidiary IDAS Resources N.V. is commencing legal proceedings in the United States against Empresa Nacional de Diamantes de Angola, the state owned diamond company in Angola.

Item 5. Full Description of Material Change

For a full description of the material change, see Schedule "A".

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

Tim Read
President
44-207-355-3552

Item 9. Date of Report

Dated at Vancouver, BC, this 21st day of September, 2004.

SCHEDULE "A"



NEWS RELEASE

Adastra Commences Legal Proceedings Against Endiama

Trading: TSE:AMZ and AIM:AAA

LONDON, U.K. (September 21, 2004) - Adastra Minerals Inc. ("Adastra") today announced that its wholly owned subsidiary IDAS Resources N.V. ("IDAS") is commencing legal proceedings in the United States against Empresa Nacional de Diamantes de Angola ("Endiama"), the state owned diamond company in Angola.

IDAS and Endiama signed agreements in August 2002 and December 2002 for diamond exploration and exploitation in the Luremo area of Angola. These agreements followed the receipt in October 2001 of the Council of Ministers' confirmation of two licences awarded to Endiama with licence rights to be exercised through a joint venture of Endiama and IDAS.

"Despite agreed detailed commercial terms and fully drafted documentation, we have been totally frustrated in our attempts to progress matters further and Endiama has made it clear that it has repudiated its contractual obligations. This has left IDAS with no choice but to seek legal redress. We have been advised that we have a very strong case," said Tim Read, President and Chief Executive Officer of Adastra.

Mr Read concluded, "This is a disappointing situation in respect of Adastra's rights; however it will not be allowed to divert the company from its principal focus of bringing the Kolwezi Tailings Project into production."

About Adastra

Adastra Minerals is an international mining company listed on the Toronto Stock Exchange under the symbol "AMZ" and on the Alternative Investment Market of the London Stock Exchange under the symbol "AAA". The company has several mineral assets in Central Africa, including the Kolwezi cobalt/copper tailings project and the Kipushi zinc mine in the DRC, and the Cuango River diamond project in Angola. Adastra's growth strategy emphasizes the creation of shareholder value through the development of world-class resources in stable or stabilizing political environments.

About Cuango River Diamond Project

The Cuango Basin has historically been one of the most prolific sources of diamonds in Angola. The Cuango floodplain licence is an irregular polygonal shaped area running along 50 kilometres of the river Cuango north to the border with the Democratic Republic of Congo. The licence is for exploration of both alluvial and primary diamond sources. The second smaller area, of about 300 sq km, runs along the southern border of the Cuango floodplain licence and is called the Camutue licence. This is a mining licence and covers areas of historic production.

~ Ends ~



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This News Release contains forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995 concerning the commencement of litigation in respect of Adastra's diamond concessions in Angola and its plans for its Kolwezi Project in the Democratic Republic of Congo ("DRC"). These forward-looking statements are subject to a variety of risks uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements, including, without limitation, risks and uncertainties relating to political risks involving Adastra's operations in the DRC and the policies of other nations and organizations towards companies doing business in such jurisdictions, the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses, commodity price fluctuations, the inability or failure to obtain adequate financing on a timely basis and other risks and uncertainties, including those described in Adastra's Annual Report on Form 20-F for the year ended October 31, 2003 and Reports on Form 6-K filed with the Securities and Exchange Commission.