

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

**MATERIAL CHANGE REPORT UNDER SECTION 7.1(2) OR (3) OF
NATIONAL INSTRUMENT NO. 51-102**

Item 1. Reporting Issuer

**GLR Resources Inc.
4 Al Wende Avenue
P.O. Box 546
Kirkland Lake, ON
P2N 3J5**

Item 2. Date of Material Change

A material change took place on **November 25, 2004**

Item 3. Press Release

On **November 25, 2004**, a news release in respect of the material change was disseminated through Canada Stockwatch, Market News and CCNMathews, Canadian Disclosure Network.

Item 4. Summary of Material Change

The material change is described in the Company's press release attached hereto as Schedule "A", which press release is incorporated herein.

Item 5. Full Description of Material Change

No information other than that provided in Item 4 above is presently available.

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

The report is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

Robert J. Kasner, President & CEO

Item 9. Date of Report

DATED at Kirkland Lake, in the Province of Ontario, this **25th** day of **November, 2004**.

“ROBERT J. KASNER”

Per: Robert J. Kasner

President & CEO

Schedule "A"

Progress on Box Gold Mine Drilling and

Continued Movement towards Creation of Uranium City Resources Inc.

November 25th, 2004

For Immediate Release

Toronto Stock Exchange **"GRS"**

GLR is working with AMEC towards the completion of the NI43-101 compliant feasibility study of the Box Gold Mine in Northern Saskatchewan, Canada. The first round of required drilling was completed in fall 2004 and subsequent to that, additional drilling has been deemed necessary in order to provide additional data for the resource calculation and ultimate feasibility study. AMEC has determined that the completion of additional holes will provide the necessary data for their requirements towards both the resource calculation and feasibility study. Drilling has started at the Box Gold Mine. While this additional required drilling will delay the delivery of the resource calculation, it will potentially bring inferred resources into the measured or indicated category. No drilling is to be carried out at this time at the Contact Lake Uranium Project, as this property will be going to Uranium City Resources Inc. in order to advance all its' drilling activities, GLR is planning on mobilising a second drill into Uranium City.

Key GLR personnel are positioned in both Saskatoon and Uranium City in order to effectively manage on-going regulatory affairs and exploration/production activities. Saskatoon based GLR staff are overseeing the required Environmental Impact Statement (EIS). At present, the projected timeframe for the Box Gold Mine EIS submission is the first week of December, which is on schedule.

With the creation of Uranium City Resources Inc (UCR), an exploration program is being assembled for UCR's 2005 field season. Creating UCR allows for more (a) focused uranium exploration activities and (b) time spent towards putting the Box Gold Mine into production.

Meetings of GLR and UCR staff will be held in Saskatoon from November 28th, 2004 through December 3rd, 2004 to compile recently completed staking and exploration work with the 2005 field season. The plans for 2005 include (a) conducting both regional and property scale geophysical surveys (b) extending existing land holdings through staking additional lands within the Uranium City Mining District (c) conducting geochemical surveys at exploration projects throughout the existing and newly staked land holdings.

Jim Kermeen, MSc, P.Eng., has joined UCR and will be overseeing the UCR exploration programs. Mr. Kermeen is a geological engineer and geologist with over 40 years of experience. He has over 15 years of both exploration and production experience relating to uranium deposits in Northern Saskatchewan. Mr. Kermeen was the Senior Exploration Geologist with SMDC (Saskatchewan Mining Development Corporation). Mr. Kermeen has 7 years of work experience within the Uranium City Mining Camp.

Mr. John Cook, P.Eng. is the qualified person responsible for reviewing the contents of this news release.

"GLR" is a Canadian Based Exploration Company with several gold, base metal and Platinum group metal properties within its portfolio with the most advanced being the 100% owned Goldfields Project consisting of two open pittable deposits of gold. The Company currently has 21.7 million shares issued and outstanding. Please visit our website for details on all the Company's properties and activities or please go to

www.smartstox.com/interviews/grs.html to listen to an interview with Robert Kasner, President of GLR Resources Inc.

***Disclaimer:** certain matters discussed in this document may contain forward-looking statements within the meaning of the Private Securities Litigation reform Act of 1995

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