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 **May 13, 2005**

Item 3. **Press Release**

On **May 13, 2005**, a news release in respect of the material change was disseminated through Canada Stockwatch, Market News and CCNMatthews, 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 **13th** day of **May, 2005.**

"ROBERT J. KASNER"

Per: Robert J. Kasner

President & CEO

Schedule “A”

GLR Resources Inc. Announces Update on
Distribution of Common Shares of Uranium City Resources

May 13, 2005

FOR IMMEDIATE RELEASE *TSX:GRS*

GLR Resources Inc. (“GLR”) is pleased to announce that its subsidiary, Uranium City Resources Inc. (“UCR”), filed a preliminary prospectus on May 4, 2005 with securities regulatory authorities in Ontario, Alberta and British Columbia.

As previously announced, GLR intends to distribute to its shareholders (the “GLR Shareholders”) the 12,000,001 common shares that it holds in UCR (the “Return of Capital Shares”) on a pro rata basis, subject to appropriate regulatory relief being obtained by GLR.

It is anticipated that the Return of Capital Shares will be distributed to GLR Shareholders of record at the close of business on the 10th trading day after the day on which a (final) receipt for UCR’s prospectus has been issued by each of the above securities regulatory authorities and that such shares will be distributed to the GLR Shareholders 15 trading days after the day on which such (final) receipt has been issued, subject to receipt of all necessary regulatory relief and approvals. GLR has filed exemptive relief applications with the applicable securities regulatory authorities in Canada in order to permit this distribution.

UCR has applied to list its common shares on the TSX Venture Exchange (“TSXV”). Such listing will be subject to UCR fulfilling all of the listing requirements of the TSXV.

“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 gold deposits. Please visit our website for details on all the Company’s properties and activities or please go to http://www.smartstox.com/interviews/grs.php to listen to an interview with David Leng, B.Geol. (Hons), VP Corporate & Investor Relations.

This news release shall not constitute an offer to sell or the solicitation of any offer to buy the *securities in the United States of America. The securities offered will not be and have not been registered under the United States Securities Act of 1933 and may not be offered or sold in the United States of Americas absent registration or an applicable exemption from the registration requirement.*

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For further information please contact:

***Robert J. Kasner**, President & CEO*

GLR Resources Inc.

Phone: (705) 567-5351

Fax: (705) 567-5557

E-Mail: kasner1@ntl.aibn.com

Website: www.glrresources.com

***David Leng,** B.Geol.(Hons), Investor Relations*

GLR Resources Inc.

Phone: (905) 973-2087

E-Mail: david_m_leng@yahoo.ca

E-mail: Johncook@kos.net