**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 **October 24, 2005**

**Item 3.** **Press Release**

On **October 24, 2005**, a news release in respect of the material change was disseminated through Canada Stockwatch, Market News and CNW Group, 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 **24th** day of **October, 2005**

**"ROBERT J. KASNER"**

Per: Robert J. Kasner
President & CEO

**Schedule "A"**

## GLR Resources Inc. Announces $1.1 Million Offering

**October 24, 2005 TSX:GRS**

GLR Resources Inc. ("GRS-T") is pleased to announce that it has retained Northern Securities Inc. (the "Agent") to offer to sell by way of a private placement, up to $1.1 million. The private placement will consist of units and flow-through units; up to $500,000 in Units and up to $600,000 in Flow-Through Units.

Each Unit will be offered at $0.30 and will consist of one common share and one half of a common share purchase warrant. Each unit warrant will be exercisable into one common share for a period of 24 months from closing at $0.40.

Each Flow-Through Unit will be offered at $0.35 and will consist of one flow-through common and one half of a common share purchase warrant. Each warrant will be exercisable into one common share for a period of 24 months from closing at $0.45.

The Agent will be entitled to a cash commission equal to 7% of the aggregate gross proceeds raised under the Offering. The Company will also grant to the Agent non-assignable warrants ("Broker Warrants") equal to the 10% of the number of Units and Flow-Through Units sold under the Offering. Each Broker Warrant will entitle the Agent to purchase one Unit at a price of $0.30.

The Offering is subject to regulatory approval. The net proceeds of the private placement will be used by the company to finance ongoing exploration at its Kirkland Lake, Thunder Bay and Uranium City exploration projects.

**"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 and the most recent interview at http://www.smartstox.com/interviews/grs0605.php to listen to an interview with Robert J. Kasner and David Leng.**

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

***For further information please contact:***

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*GLR Resources Inc.*

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