

**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, 2005**

**Item 3.                    Press Release**

On **November 25, 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 **25<sup>th</sup>** day of **November, 2005**

**“ROBERT J. KASNER”**

Per:     Robert J. Kasner

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President & CEO

## Schedule "A"

### GLR Resources Inc. ("GRS") Completes Flow-Through Offering of \$800,000

November 25, 2005.

TSX: GRS

Kirkland Lake, Ontario –

Further to press releases of October 24, October 31, 2005 and November 24, 2005, GLR Resources Inc. (the "Company") is pleased to announce that it has completed its private placement of 2,666,666 Class A (Flow-Through) Units (the "F-T Units") of the Company (the "Offering") for gross proceeds of \$800,000.00. Each F-T Unit consists of one "flow-through" Class A voting common share of the Company (a "Common Share") and one-half of one (1/2) Common Share purchase warrant of the Company (each whole Common Share purchase warrant, a "Warrant"). Each Warrant entitles the holder thereof to purchase one Common Share of the Company at a price of \$0.35 until November 24, 2007.

In connection with this private placement, Northern Securities Inc. ("Northern") acted as the agent was paid a cash commission equal to 7% of the aggregate gross proceeds raised under the Offering. Northern also received 266,666 non-assignable warrants (the "F-T Broker Warrants"). Each F-T Broker Warrant entitles Northern to purchase one broker unit (a "Broker Unit") at a price of \$0.27 until November 24, 2007. Each Broker Unit consists of one Common Share of the Company and one-half (1/2) of one warrant (each whole warrant a "Broker Warrant"). Each Broker Warrant entitles Northern to purchase one Common Share of the Company at a price of \$0.30 until November 24, 2007.

The net proceeds of this private placement will be used by the Company to finance ongoing exploration at its Kirkland Lake, Thunder Bay and Uranium City 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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**Robert J. Kasner**, President & CEO

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

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