This is the form of a material change report required under Section 85(1) of the Securities Act.

BC FORM 53-901F

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT
BRITISH COLUMBIA

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

NOTE: Every report required to be filed under section 85(1) of the Act shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure".

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS CONFIDENTIAL - SECTION 85", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL".

Item 1. Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer.

Greystar Resources Ltd. (the "Company")
Suite 300, 570 Granville Street
Vancouver, B.C. V6C 3P1

Item 2. Date of Material Change

May 24, 2002

Item 3. Press Release

State the date and place(s) of issuance of the press release issued pursuant to Section 85(1) of the Act.

May 24, 2002 - Vancouver, BC

Item 4. Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

Greystar Resources Ltd. (TSE- "GSL") announces that it has closed a brokered private placement with Dundee Securities Corporation ("Dundee Securities") of Vancouver, British Columbia for 20,000,000 special warrants ("Special Warrants") at a price of $0.25 each. Each Special Warrant will be convertible into one unit ("Unit") at no additional cost following shareholder approval of the private placement. Each Unit will consist of one common share and one-half share purchase warrant. Each whole warrant will entitle the holder to purchase a further common share for a period of 12 months at a price of $0.30 per share. The gross subscription proceeds will be held in escrow and released to the Company if shareholder approval to the private placement is obtained or returned to the subscribers if such approval is not received.

Item 5. Full Description of Material Change

Supplement the summary required under Item 4 with the disclosure which should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

This description of the significant facts relating to the material change will therefore include some or all of the following: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the reporting Issuer or its subsidiaries. Specific financial forecasts would not normally be required to comply with this form.

The above list merely describes examples of some of the facts which may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation.

Refer to attached Press Release.

Item 6. Reliance on Section 85(2) of the Act

If the report is being filed on a confidential basis in reliance on Section 85(2) of the Act, state the reasons for such reliance.

INSTRUCTION:

Refer to Section 85(3) of the Act concerning continuing obligations in respect of reports filed pursuant to this subsection.

N/A.

Item 7. Omitted Information:

In certain circumstances where a material change has occurred and a material change report has been or is about to be filed by Section 85(3) of the Act will no longer or will not be relied upon, a reporting Issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be disclosed in full detail in the material change report.

State whether any information has been omitted on this basis and provided the reasons for any such omission in sufficient detail to permit the Commission to exercise its discretion pursuant to Section 169(4) of the Act.

The reasons for the omission may be contained in a separate letter filed as provided in Section 146 of the Regulation.

N/A.

Item 8. Senior Officers

To facilitate any necessary follow-up by the Commission, give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom such senior officer may be contacted by the Commission.

David Rovig - (406) 245-9520

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver this 24th day of May 2002.

"Sandra Lee"
Sandra Lee, Secretary

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http://www.greystarresources.com

May 24, 2002
Vancouver, British Columbia

NEWS RELEASE

Greystar Resources Ltd. (TSE- "GSL") announces that it has closed a brokered private placement with Dundee Securities Corporation ("Dundee Securities") of Vancouver, British Columbia for 20,000,000 special warrants ("Special Warrants") at a price of $0.25 each. Each Special Warrant will be convertible into one unit ("Unit") at no additional cost following shareholder approval of the private placement. Each Unit will consist of one common share and one-half share purchase warrant. Each whole warrant will entitle the holder to purchase a further common share for a period of 12 months at a price of $0.30 per share. The gross subscription proceeds will be held in escrow and released to the Company if shareholder approval to the private placement is obtained or returned to the subscribers if such approval is not received.

Upon shareholder approval to the private placement, Dundee Securities will be paid a fee of 8% of the funds raised and receive special broker warrants to purchase 1,600,000 Units which is equal to 8% of the number of Special Warrants sold at the exercise price of $0.30. In the event that the Company does not receive shareholder approval, Dundee Securities will be paid a fee of $150,000 payable in cash or shares at $0.25 each at the election of the Company and also receive the special broker warrants.

The Toronto Stock Exchange has conditionally approved the listing of the shares to be issued pursuant to the transaction subject to shareholder approval of the private placement and the filing of certain documents and fees. Shareholder approval of the private placement will be sought at the Annual General Meeting of the Company on June 11, 2002. The proceeds from the offering will be used to advance the Angostura Gold-Silver Project in Colombia and for general working capital.

Greystar Resources Ltd. is a debt-free acquisition, exploration, and development company with properties in Colombia and Colorado. Greystar's wholly-owned Angostura Gold-Silver Project in northeast Colombia has resources of 4.9 million ounces gold and 18 million ounces. For more information, please visit our website at http://www.greystarresources.com or contact Mr. David Rovig at (406) 245-9520.