

BC FORM 53-901F
Securities Act

MATERIAL CHANGE REPORT

Item 1: Reporting Issuer

Zappa Resources Ltd.
Unit 12 – 1480 Foster Street
White Rock, B.C., V4B 3X7

Item 2: Date of Material Change

November 24, 2006

Item 3: Press Release

November 24, 2006, Vancouver, B.C.

Item 4: Summary of Material Change

The Issuer announces a private placement.

Item 5: Full Description of Material Change

The private placement is for 6,000,000 common shares at \$0.11 per share to raise gross proceeds of \$660,000.00. Please see attached news release for further details.

Item 6: Reliance on section 85 (2) of the Act

Not applicable.

Item 7: Omitted Information

Not applicable

Item 8: Senior Officers

Albert Gerry, President and Director. Tel: (604) 542-4950

Item 9: Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, this 24th day of November, 2006.

"Albert Gerry"

Signature

Albert Gerry

Name - please print

Zappa Resources Ltd.

Unit 12 1480 Foster Street, White Rock, British Columbia, Canada, V4B 3X7
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News Release

November 24, 2006

Mr. Albert Gerry reports:

Zappa has arranged a proposed Private Placement with two parties to raise a total of \$660,000 subject to regulatory approval. The company will issue a total of six million common shares with no warrants at a price of \$0.11 cents per share. The anticipated closing date is November 30, 2006.

The proceeds will be used for general working capital and for drilling and development of the Lucy Natural Gas prospect in northern British Columbia.

On behalf of the board of directors,

“Albert Gerry”

President

The TSX has not reviewed and does not does accept responsibility for the adequacy or accuracy of this News Release. This news release has been prepared by management and no regulatory authority has approved or disapproved the information contained herein.