FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company:**

   Zappa Resources Ltd.
   Unit 12 - 1480 Foster Street
   White Rock, BC V4B 3X7

   (the "Company")

2. **Date of Material Change:**

   May 25, 2007

3. **Press Release:**

   The press release was disseminated on May 25, 2007 through the Canada Stockwatch and Market News and was subsequently filed on SEDAR.

4. **Summary of Material Change:**

   Zappa Resources Ltd. (the "Company") is pleased to announce that it has closed its non-brokered private placement. The Company sold 3,666,332 common shares at a price of $0.15 per share for gross proceeds of $549,949.80. The Company paid finder's fees in the amount of $38,495 and issued 100,000 common shares to arm's length parties in connection with this private placement. All the shares issued in this private placement will be subject to a hold period expiring on September 8, 2007.

5. **Full Description of Material Change:**

   For a full description of the material change, see Schedule "A".

6. **Reliance on Subsection 7.1(2) or (3) of the National Instrument 51-102:**

   Nothing in this form is required to be maintained on a confidential basis.

7. **Omitted Information:**

   Not applicable.

8. **Executive Officer Knowledgeable of Material Change:**

   Albert Gerry, President
   Telephone: (604) 542-4950

9. **Date of Report:**

May 25, 2007

ZAPPA RESOURCES LTD.

By: "*Albert Gerry*"

President
(Official Capacity)

Albert Gerry
(Please print here name of individual whose signature appears above.)

Schedule "A"

Zappa Resources Ltd.

Unit 12 1480 Foster Street, White Rock, British Columbia, Canada, V4B 3X7
Ph. 604 542 4950 Fax 604 542 4251 Email zapparesources@telus.net

News Release

Zappa Resources Ltd. announces closing of non-brokered private placement

May 25, 2007

Zappa Resources Ltd. (the "Company") is pleased to announce that it has closed its non-brokered private placement. The Company sold 3,666,332 common shares at a price of $0.15 per share for gross proceeds of $549,949.80. The Company paid finder's fees in the amount of $38,495 and issued 100,000 common shares to arm’s length parties in connection with this private placement. All the shares issued in this private placement will be subject to a hold period expiring on September 8, 2007.

The proceeds of the offering will be used for the Company's projects and for general working capital purposes.

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. Warning: The Company relies on litigation protection for “forward looking” statements. Actual results could differ materially from those described in the news release a result of numerous factors, some of which are outside the control of the Company.