MATERIAL CHANGE REPORT

TO: British Columbia Securities Commission
Alberta Securities Commission

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

Sedex Mining Corp.
711 – 675 West Hastings Street
Vancouver, British Columbia V6B 1N2

Item 2. **Date of Material Change:**

May 25, 2006

Item 3. **News Release**

The press release was issued on May 25, 2006 in Vancouver, Canada.

Item 4. **Summary of Material Change**

The Company announced the acquisition of a 100% interest in the Flint Lake Property, located approximately 64 km southeast of Kenora, Ontario.

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

The Company announced, subject to regulatory approval, the acquisition of a 100% interest in the Flint Lake Property, located approximately 64 km southeast of Kenora, Ontario. Consideration for the Property consists of $86,000 payable over four years and 120,000 shares payable over three years. There is a 2% net smelter return payable, of which half may be purchased for $600,000.

The property is underlain by mafic and felsic volcanic and intrusive rocks that have been cross-cut by the southeast trending broad Pipestone-Cameron Fault Zone that hosts the Cameron Lake gold deposit 9 km to the southeast. The southern part of the property is also on strike with the east-west trending 75 metre wide shear zone that hosts the Dubenski gold occurrence, located 600 metres west of the property boundary.

Exploration targets for the property include silicified, carbonatized and pyrite-sericite schist hosted gold deposits within regional and second order shear zones similar to mineralization associated with regional deformation zones such as the Destor-Porcupine Fault Zone in the Abitibi greenstone belt.

Item 6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable. This report is not being filed on a confidential basis.

Item 7. **Omitted Information**

Not applicable.

Item 8. **Executive Officer**

Richard Hughes, President
Telephone: (604) 685-2222

Item 9. Date of Report

Dated at Vancouver, British Columbia this 25th day of May, 2006.