

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

KOOKABURRA RESOURCES LTD. (the "Issuer")
#1305 – 1090 W. Georgia Street
Vancouver, British Columbia V6E 3V7
Phone: (604) 685-9316

2. Date of Material Change

February 15, 2006

3. Press Release

The press release was released on February 15, 2006 through various approved public media and filed with the TSX Venture Exchange and the British Columbia, Alberta, Nova Scotia and Ontario Securities Commissions.

4. Summary of Material Change(s)

See attached press release for details.

5. Full Description of Material Change

See attached press release for details.

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

Not Applicable

7. Omitted Information

Not Applicable

8. Director

Nick DeMare,
Phone: (604) 685-9316

9. Date of Report

February 15, 2006.



KOOKABURRA RESOURCES LTD.

#1305 1090 West Georgia Street
Vancouver, BC Canada V6E 3V7
Tel: (604) 685-9316 Fax: (604) 683-1585
TSX Venture Exchange: KOO.H

NEWS RELEASE

FEBRUARY 15, 2006

CONSOLIDATION AND NAME CHANGE

Mr. Nick DeMare, a director, announces that at the Company's Special Meeting of shareholders held on Wednesday, February 15, 2006, the shareholders approved the proposed share consolidation and name change previously announced on December 15, 2005. Subject to regulatory approval, the Company will now proceed with the consolidation of all of its 2,133,363 issued common shares without par value into 1,066,681 common shares, so that every two of such common shares before consolidation will be consolidated into one new common share. In conjunction with the share consolidation, the name of the Company will be changed to "Consolidated Kookaburra Resources Ltd.".

On behalf of the Board

"Nick DeMare"

Nick DeMare, Director