

FORM 51-102F3

MATERIAL CHANGE REPORT

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

Agau Resources, Inc.  
21 - 10405 Jasper Avenue  
Edmonton, Alberta  
T5J 3S2

**Item 2. Date of Material Change**

May 30, 2007

**Item 3. News Release**

A press release was disseminated on May 30, 2007.

**Item 4. Summary of Material Change**

The Company is pleased to announce that on May 30, 2007, it completed its non-brokered private placement offering of units (the “**Units**”) as previously announced in the press release of the Company dated April 10, 2007

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

The Company is pleased to announce that on May 30, 2007, it completed its non-brokered private placement offering of Units as previously announced in the press release of the Company dated April 10, 2007 (the “**Private Placement**”). Each Unit consists of one common share (the “**Common Shares**”) and one Common Share purchase warrant (the “**Warrants**”). Each Warrant entitles the holder thereof to acquire one additional Common Share at a price of \$0.47 per common share on or before May 30, 2009. Pursuant to the Private Placement, the Company issued a total of 443,500 Units at a price of \$0.31 per Unit for gross proceeds of \$137,485.00. The Common Shares and Warrants issued pursuant to the Private Placement are subject to a hold period expiring 4 months from the date of closing. The Company has made application the TSX Venture Exchange for final approval of the Private Placement.

Mr. Einar N. Myrholm, the President and Chief Executive Officer of the Corporation subscribed for 100,000 Units pursuant to the Private Placement, resulting in Mr. Myrholm now beneficially owning or having direct control over 1,247,800 Common Shares, 627,500 Warrants and 600,000 stock options of the Company for an aggregate of 2,475,300 common shares representing 15.5% of the issued and outstanding common shares of the Company in the event Mr. Myrholm elects to exercise all of the convertible securities.

Mr. Myrholm has acquired the Units of the Corporation for investment purposes and may from time to time acquire additional securities of the

Corporation, dispose of some or all of the existing or additional securities he holds or will hold, or may continue to hold his current position.

The Company plans to use the proceeds from the Private Placement for exploration and general operations.

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

Not Applicable

**Item 7. Omitted Information**

Not Applicable

**Item 8. Executive Officer**

The name and business number of the executive officer of the Company who is knowledgeable about the material change and this report is:

Einar N. Myrholm  
President and Chief Executive Officer  
(780)-413-9392

**Item 9. Date of Report**

May 30, 2007