

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

United Carina Resources Corp.
105 – 111 Research Drive
Saskatoon, SK S7N 3R2

Item 2 **Date of Material Change**

October 13, 2005

Item 3 **News Release**

The news release dated October 13, 2005 was issued in Vancouver, BC, and disseminated through Canada Stockwatch and Market News.

Item 4 **Summary of Material Change**

United Carina, together with Shane Resources Ltd. and Consolidated Pine Channel Gold Corp., announced that an agreement had been reached with Forest Gate Resources Inc. (“Forest Gate”) to sell their combined 45% interest (Shane 25%, United Carina 10%, Consolidated Pine Channel 10%) in two (2) mineral claims in the Fort a la Corne area of Saskatchewan, as more particularly described in Item 5 below.

Item 5 **Full Description of Material Change**

United Carina, together with Shane Resources Ltd. and Consolidated Pine Channel Gold Corp., (collectively, the “Companies”) announced that an agreement had been reached with Forest Gate to sell their combined 45% interest (Shane 25%, United Carina 10%, Consolidated Pine Channel 10%) in two (2) mineral claims in the Fort a la Corne area of Saskatchewan.

The property consists of two (2) claims totaling 768 hectares and is located along the western flank of the diamondiferous 122 Kimberlite owned by the DeBeers/Kensington joint venture. The Companies will receive their pro-rata share of 1.7 million shares and 1.5 million share purchase warrants of Forest Gate Resources Inc. The warrants are exercisable for the next three (3) years at a price of \$0.65.

The Companies are also pleased to exchange their ownership in the properties for shares in Forest Gate since Forest Gate has an excellent portfolio of diamond properties and the in-house geological expertise to explore and develop these properties.

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

Confidentiality is not requested.

Item 7 Omitted Information

No information has been omitted in respect of the material change.

Item 8 Executive Officer

RICK WALKER
President

Telephone: (306) 664-3828

Item 9 Date of Report

October 13, 2005