

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 20, 2005

Item 3 **News Release**

The news release dated October 20, 2005 was issued in Vancouver, BC, and disseminated through Canada Stockwatch and Market News.

Item 4 **Summary of Material Change**

United Carina announced they have entered into a new agreement with Entourage Mining Ltd. (OTCBB: ETGMF) regarding United Carina's Hatchet Lake properties located in the eastern Athabasca Basin in north-central Saskatchewan. Under the terms of the new agreement, which supersedes and replaces the previous agreement with United Carina, United Carina has granted Entourage the right to earn an undivided 50% interest in the properties, as more particularly described in Item 5 below.

Item 5 **Full Description of Material Change**

United Carina announced they have entered into a new agreement with Entourage regarding United Carina's Hatchet Lake property located in the eastern Athabasca Basin in north-central Saskatchewan. Under the terms of the new agreement, which supersedes and replaces the previous agreement with United Carina, United Carina has granted Entourage the right to earn an undivided 50% interest in the property in consideration of the following payments and work commitments by Entourage:

- (a) a cash payment, on or before November 15, 2005, of \$220,000 paid by Entourage to United Carina; and
- (b) by making the following exploration expenditures on the Property:
 - (i) on or before December 31, 2005, \$100,000;
 - (ii) on or before February 1, 2006, an additional \$300,000;
 - (iii) on or before November 15, 2006, an additional \$450,000; and
 - (iv) on or before November 15, 2007, an additional \$450,000.

The property is prospective for uranium. The property is comprised of four claims totaling 16,951 acres in the Hatchet Lake area of Saskatchewan, Canada. No NI 43-101 report has been completed on the property and the property is at the exploration stage only.

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 20, 2005