BC FORM 51-102F3

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE B.C. *SECURITIES ACT* AND 118(1) OF THE ALBERTA *SECURITIES ACT*

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

Garibaldi Granite Corp.
604 - 750 West Pender Street
Vancouver, BC V6C 2T7

Item 2. **Date of Material Change**

October 12, 2004

Item 3. **News Release**

News Release dated October 12, 2004 and disseminated to the Vancouver Stockwatch Magazine, B.C. Securities Commission, Alberta Securities Commission and Market News Publishing.

Place of Issuance: Vancouver, British Columbia.

Item 4. **Summary of Material Change**

The Issuer announces the closing of its private placement and shares for debt settlement, the resultant change in control of the Issuer and the appointment of a new President of the Issuer.

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

Private Placement

Further to its news releases of June 24, 2004, the Issuer announces the completion of its private placement of 4,000,000 units at $0.05 per unit. Each unit consists of one common share and one two-year non-transferable share purchase warrant with each such share purchase warrant entitling the holder thereof to purchase one additional common share of the Issuer at a price of $0.10 per share. The units are subject to a hold period and may not be traded until February 5, 2004.

Debt Settlement

Further to its news release of July 19, 2004, the Issuer is also pleased to announce the completion of its settlement of $669,406 in debts for 9,395,171 shares in the capital of the Issuer at a deemed price of $0.07125 per share. The shares are subject to a hold period and may not be traded until February 7, 2004. In addition, the 8,744,308 shares issued to Steve Regoci are restricted from trading pursuant to an escrow agreement which provides for their release over a three-year period.

Change of Control

Pursuant to the closing of the private placement and the debt settlement, Steve Regoci, of Vancouver, British Columbia, has become a control person of the Issuer. Mr. Regoci was a licensed investment advisor who had a successful career in the brokerage industry in Vancouver, B.C., for over 21 years. In the course of working as a broker, Mr. Regoci assisted numerous junior resource companies in raising equity capital. Mr. Regoci will bring a unique set of skills to the management of the Issuer, complimenting well the existing team, and a business focus that should enhance the advancement of the Issuer's project.

Change of President

The Issuer is pleased to announce the appointment today of Mr. Steve Regoci as President and a director of the Issuer. Effective immediately, Gilbert Kang has tendered his resignation as President and a director of the Issuer. Management thanks Gilbert for his past contributions to the Issuer and wishes him well in the future.

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

The Issuer is not relying on Subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7. **Omitted Information**

There is no omitted information.

Item 8. **Executive Officer**

Barrie Di Castri, Chief Financial Officer - (604) 340-7181.

Item 9. **Date of Report**

Dated at the City of Vancouver, in the Province of British Columbia, this 25th day of October, 2004.

"Barrie Di Castri"

Barrie Di Castri, CFO