

**FORM 27
SECURITIES ACT**

**MATERIAL CHANGE REPORT UNDER SECTION 118
OF THE SECURITIES ACT**

- ITEM 1 Reporting Issuer:**
- Gallery Resources Limited
1520, 700 West Pender Street
Vancouver, BC
V6C 1G8
- ITEM 2 Date of Material Changes:**
- August 7, 2002.
- ITEM 3 Filing of Material Change Report with The TSX Venture Exchange:**
- News Release dated August 7, 2002, was transmitted by Canada Stockwatch on August 7, 2002 and a Material Change Report will be filed with the TSX Venture Exchange on August 8, 2002, by SEDAR.
- ITEM 4 & 5 Summary and Full Description of Material Changes:**
- See attached News Release dated August 7, 2002.
- ITEM 6 Reliance on Section 118(2) of the Securities Act:**
- Section 118(2) is not being relied upon.
- ITEM 7 Senior Officers:**
- Mr. Bruce Costerd, President
Telephone: (604) 662-8119
- ITEM 8 Statement of Senior Officer:**
- The foregoing accurately discloses the Material Changes referred to herein.

Dated this 8th day of August 8, 2002 .

"Richard Haderer" (signed)
Richard Haderer
Director

GALLERY RESOURCES LIMITED

Suite 1520 – 700 West Pender Street

Vancouver, B.C. V6C 1G8

Telephone: (604) 662-8119; Facsimile (604) 662-8616

Canada & U.S.A. Toll Free: 1-800-565-7350

Web Site Address; <http://www.gallery-gold.com> Email Address: info@gallery-gold.com

Trading Symbol: GYR – TSX.V

For Immediate Release:

August 7, 2002

Gallery announces Closing of Private Placement

Gallery Resources Limited (GYR: TSX) of Vancouver, B.C. is pleased to announce that it has closed a private placement for 3,000,000 units of the Company for total proceeds of \$450,000. The units issued pursuant to the private placement consisted of one common share issued at a price of \$0.15 per share and a warrant to purchase an additional common share at a price of \$0.20 per share in the first year and at a price of \$0.25 per share in the second year.

The shares issued pursuant to this private placement and the shares issuable upon exercise of the warrants have a hold period expiring on December 7, 2002.

"Bruce Costerd"

President & C.E.O.

FOR MORE INFORMATION, PLEASE CONTACT INVESTOR RELATIONS:

TOLL FREE, CANADA & USA: 1-800-565-7350.

**THE TSX VENTURE EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT
RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.**