

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1 Name and Address of Company

Young-Shannon Gold Mines, Limited
330 Bay Street
Suite 1100
Toronto, Ontario M5H 2S8

ITEM 2 Date of Material Change

February 22, 2006

ITEM 3 News Release

A news release with respect to the material change referred to in this report was disseminated on Wednesday, February 22, 2006.

ITEM 4 Summary of Material Change

The Company announced that it had completed its obligations set out in the Settlement and Release Agreement.

ITEM 5 Full Description of Material Change

On February 22, 2006, Young-Shannon Gold Mines, Limited announced that it had completed a Settlement and Release Agreement with MacMillan Gold Corp., all as more particularly described in the attached press release attached hereto as Schedule "A".

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

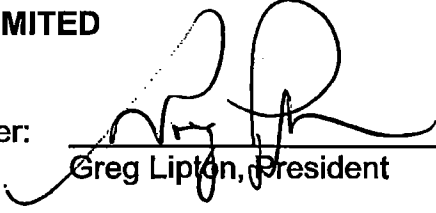
Greg Lipton
President
Young-Shannon Gold Mines, Limited
330 Bay Street, Suite 1100
Toronto, Ontario
M5H 2S8

Telephone: (416) 861-8351

ITEM 9 Date of Report

February 22, 2006

**YOUNG-SHANNON GOLD MINES,
LIMITED**

Per: 

Greg Lipton, President

SCHEDULE "A"

Young-Shannon Gold Mines Ltd.

*330 Bay St., Suite 1100
Toronto, Ontario M5H 2S8
Tel: 416-861-8351*

Young-Shannon/MacMillan Gold Resolve all Issues

February 22, 2006, Toronto, Ontario. **Young-Shannon Gold Mines, Limited (GYS-TSX.V)** ("Young-Shannon") announces that it has resolved all outstanding issues between itself and MacMillan Gold Corp. regarding the La Cucharas property in Nayarit State, Mexico. The parties had executed a letter of intent in respect to such property which was described in prior press releases of Young-Shannon dated September 7, 2005 and November 8, 2005.

Under the settlement agreement, Young-Shannon has paid US\$5,000 and issued 300,000 shares of Young-Shannon to MacMillan. The shares issued to MacMillan Gold Corp. bear a resale restriction which expires on June 17, 2006.

Young-Shannon Gold Mines, Limited is a precious metals exploration company which holds a group of 11 patented and 18 unpatented claims within Chester Township located west of Highway 144 midway between Sudbury and Timmins, Ontario. It also has an option to earn a 60 % interest in the McMillan Gold Mine property, located 75 kilometres southwest of the Greater City of Sudbury.

Further details may be obtained from our website: www.youngshannon.com

For more information, please contact: Greg Lipton, President,
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Fax (416) 867-2298.
greg.lipton@youngshannon.com

This press release contains certain forward-looking statements. While these forward-looking statements represent our best current judgment, they are subject to a variety of risks and uncertainties that are beyond the company's ability to control or predict and which could cause actual events or results to differ materially from those anticipated in such forward-looking statements. Accordingly, readers should not place undue reliance on forward-looking statements.

*No stock exchange, securities commission or other regulatory authority
has approved or disapproved the information contained herein.*