

This is the form of material change report required under section 85(1) of the *Securities Act* and section 151 of the *Securities Rules*.

**FORM 53-901F
(Previously Form 27)**

**MATERIAL CHANGE REPORT UNDER
SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA)**

This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this are complied with.

Every report required to be filed under section 85(1) of the *Securities Act* (the "Act") shall be sent to the British Columbia Securities Commission (the "Commission") in an envelope addressed to the Commission and marked "Continuous Disclosure".

WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL - SECTION 85", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL".

1 Reporting Issuer

BHR Buffalo Head Resources Ltd.
2489 Bellevue Avenue
West Vancouver, British Columbia V7V 1E1

Telephone (604) 922-2030

(the "Company")

2 Date of Material Change

September 10, 2007

3 Press Release

Issued in West Vancouver, B.C. on September 10, 2007 under Section 85 (1) of the Act and disseminated through the facilities of Market News and Stockwatch.

4 Summary of Material Change

The Company announced a non-brokered private placement.

5 Full Description of Material Change

The Company announced that, subject to regulatory approval, the Company intends to proceed with a non-brokered private placement (the "Private Placement") to raise up to \$675,000 by the issuance of 7,500,000 shares at \$0.09 per share. There are no warrants attached to this Private Placement. With respect to this Private Placement, the Company may pay certain finders' fees.

The proceeds from this Private Placement will be used for the planned acquisition of a mineral resource property of merit and for working capital purposes, including the payment of certain debt obligations of approximately \$175,000.

For further information, contact Mr. Clive Shallow, investor communications, at 604-922-2030.

6 Reliance on Section 85(2) of the Act

Not applicable

7 Omitted Information

No information has been intentionally omitted from this form.

8 Senior Officers

Ronald Coombes, President

Further information may be obtained from Ronald Coombes, President, or Bruce E. Morley, director of the Company, 2489 Bellevue Avenue, West Vancouver, British Columbia, V7V 1E1, (604) 922-2030

9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at West Vancouver, British Columbia, this 10th day of September, 2007.

BHR Buffalo Head Resources Ltd.

"Bruce E. Morley"

Signature

Director

(Official capacity - please print)

Bruce E. Morley

(Please print here name of individual whose signature appears above, if different from name of vendor or agent printed above)

THIS IS THE FORM OF A MATERIAL CHANGE REPORT REQUIRED UNDER SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)