

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

**MATERIAL CHANGE REPORT UNDER SECTION 118(1)
OF THE ALBERTA SECURITIES ACT**

Item 1. Reporting Issuer

Messina Minerals Inc.
2300-1066 West Hastings Street
Vancouver, B.C.
V6E 3X2

Item 2. Date of Material Change

December 17, 2004

Item 3. Press Release

Messina Minerals Inc. (the "Issuer") issued a press release on December 17, 2004 through the facilities of Canada Stockwatch and Market News Publishing.

Item 4. Summary of Material Change

See attached news release.

Item 5. Full Description of Material Change

See attached news release.

**Item 6. Reliance on Section 85(2) of the British Columbia Securities Act &
Reliance on Section 118(2) of the Alberta Securities Act**

This report is not being filed on a confidential basis.

Item 7. Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8. Senior Officers

To obtain further information contact the President and Director, Peter Tallman at 604-688-1508.

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material changes referred to herein.

DATED this 17th day of December, 2004.

"Peter Tallman"

Peter Tallman, President



MESSINA MINERALS

NEWS RELEASE

December 17, 2004

Messina Minerals Inc. today announced that it has arranged a non-brokered private placement of up to 825,000 units of its securities. Up to 200,000 units will be flow-through units at a price of \$1.00 per unit and up to 625,000 units will be non-flow-through units at a price of \$0.80 per unit for gross proceeds of up to \$700,000. Each flow-through and non-flow-through unit will be comprised of one common share and one common share purchase warrant entitling the holder to purchase one additional share at a price of \$1.25 for the flow-through units and \$1.00 for the non-flow-through units for a period of one year. Warrants held by the holders of flow-through shares may be converted to additional flow-through shares upon exercise with the consent of both the purchaser and the Company. Flow-through units will convey income tax benefits to the purchasers and proceeds of the flow-through portion of the placement will be used to fund exploration programs on the Company's Newfoundland properties. Non-flow-through proceeds of the placement will be used for working capital purposes.

The Company is also pleased to announce the appointment on December 17, 2004 of Mr. Gary R. McDonald as a Director of Messina Minerals Inc.

Mr. McDonald has been a chartered accountant since 1976. From 1970 to 1983, he was employed by Coopers & Lybrand, Chartered Accountants, specializing in resource and mining audits and consulting work through exploration, development and commercial production stages for various clients. From 1983 to 1987, he was the Chief Financial Officer of Blackdome Mining Corporation where he oversaw the financial aspects of feasibility study, mine and mill construction, production start-up and early years of commercial production at the Blackdome Mine located west of Clinton B.C. Since 1987 he has been the Financial Administrator for Tupper Jonsson & Yeadon, Barristers & Solicitors, of Vancouver, B.C who specialize in resource industry securities work.

The Company has granted a total of 100,000 incentive stock options, exercisable at a price of \$0.80 per share for a period of two years, to a director and a consultant.

The financing is subject to the approval of the TSX Venture Exchange.

ON BEHALF OF THE BOARD OF DIRECTORS,
MESSINA MINERALS INC.

"Peter Tallman"
President

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this news release.

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