FORM 51-102F3

Material Change Report

Item 1. Name and Address of Company

Ross River Minerals Inc. (the "Company")
1004 – 750 West Pender Street
Vancouver, BC V6C 2T7

Item 2. Date of Material Change

April 25, 2005.

Item 3. News Release

April 29, 2005, Vancouver, British Columbia through CNW Group.

Item 4. Summary of Material Change

The Company announced an amendment to its Stock Option Plan.

Item 5. Full Description of Material Change

On April 25, 2005, the Board of Directors approved Amendment #1 to the Company's 2004 Stock Option Plan which now reserves for the granting of stock options to qualified optionees a total of 5,603,160 common shares (being 20% of the issued capital as at April 25, 2005). This is an increase from the number of common shares reserved under the Stock Option Plan from 4,722,000 common shares. Amendment #1 is subject to acceptance for filing by the TSX Venture Exchange and to approval by disinterested shareholders of the Company at the annual and special meeting of the shareholders to be held on June 1, 2005. A copy of Amendment #1 is attached hereto as Schedule A.

On May 12, 2004, the Board of Directors of the Company adopted the updated 2004 Stock Option Plan which had reserved for the granting of stock options to qualified optionees 4,722,000 common shares (being 19.99% of the issued capital of the Company at that time). The 2004 Stock Option Plan was accepted for filing with the TSX Venture Exchange and approved by the shareholders of the Company at the annual and special meeting held on June 23, 2004.

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

N/A

Item 7. Omitted Information

N/A

Item 8. Senior Officer

Mr. Marcus Foster
604-682-2770

Item 9. Date of Report

May 2, 2005

SCHEDULE “A”

ROSS RIVER MINERALS INC.
(the “Company”)

AMENDMENT #1 TO THE 2004 STOCK OPTION PLAN

Background

1. On May 13, 2004, the directors of the Company adopted the 2004 Stock Option Plan (the “Plan”) for the Company which was approved by the shareholders at the 2004 annual general meeting and accepted for filing by the TSX Venture Exchange.

2. The Plan provided that the maximum number of shares issuable under the Plan would be 4,722,000 common shares.

3. The Company wishes to increase the maximum number of shares issuable under the Plan by 881,160 common shares to 5,603,160 common shares.

Amendment

Section 5.1 of the Plan is hereby amended by changing the maximum number of Shares issuable under the Plan from 4,722,000 to 5,603,160.

The increase in the maximum number of shares issuable under the Plan is subject to acceptance for filing by the TSX Venture Exchange and ratification by the shareholders of the Company at the next general meeting of the Company.

“*Marcus N. Foster*”
Marcus N. Foster
President

Date Amendment approved by the Board of Directors of the Corporation: April 25, 2005