MATERIAL CHANGE REPORT

Form 53-901F under Section 85(1) of the British Columbia Securities Act
Form 27 under Section 118(1) of the Alberta Securities Act
(Individually, the "Act" and collectively, the "Securities Acts")

1. Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer:

GRAYD RESOURCE CORPORATION
Suite 900, 475 Howe Street
Vancouver, British Columbia
V6C 2B3

(the "Issuer")

2. Date of Material Changes

State the date of the material change. January 14, 2004.

3. Press Release

State the date and place(s) of issuance of the press release issued under Section 85(1)(BC) and Section 118(1) (AB) the Securities Acts.

The Issuer's press release dated January 14, 2004 was filed with the TSX Venture Exchange and the Provincial Securities Commissions via SEDAR and disseminated through Canada Stockwatch and Market News Publishing and various other approved public media.

4. Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

The Issuer announced the resignation of Henry J. Gailliot as a Director.

5. Full Description of Material Change

The Issuer announced the resignation of Henry J. Gailliot from its Board of Directors, and thanked Mr. Gailliot for his valuable contributions during the past six years.

6. Reliance on Section 85(2) (BC), Section 118(2) (AB) and Section 75(3) (ON) of the Securities Acts

Not applicable.

7. Omitted Information

Not applicable.

8. Senior Officers

The following senior officer of the Issuer is knowledgeable about the material change and may be contacted by the Commission at the following address and telephone number:

Marc A. Prefontaine, M.Sc., P.Geo
President and Chief Executive Officer
Suite 900, 475 Howe Street
Vancouver, BC   V6C 2B3
Telephone: 604-681-7446

9. Statement of Senior Officer

The foregoing accurately discloses the material changes referred to herein.

DATED at Vancouver, B.C., this 14th day of January, 2004.

/s/ Sharon L. Fleming

Sharon L. Fleming, Corporate Secretary

IT IS AN OFFENCE UNDER THE *SECUTIES ACT* AND THE ALBERTA SECURITIES COMMISSION RULES FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE RULES THAT, AT THE TIME AND IN LIGHT OF CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

ANY FEE PAYABLE TO THE ALBERTA SECURITIES COMMISSION UNDER THE *SECURITIES ACT*, THE SECURITIES REGULATION AND THE ALBERTA SECURITIES COMMISSION RULES SHALL BE PAID TO THE ALBERTA SECURITIES COMMISSION IN ACCORDANCE WITH THE REQUIREMENTS OF THE FEE SCHEDULE TO THE SECURITIES REGULATION. ANY FAILURE TO ACCOMPANY A FORM OR APPLICATION WITH THE PRESCRIBED FEE SHALL RESULT IN THE RETURN OF THAT FORM OR APPLICATION.