MATERIAL CHANGE REPORT

FORM 51-102F3

1. Name and Address of Company

State the full name or your company and the address of its principal office in Canada.

Grayd Resource Corporation ("Grayd")
Suite 900, 475 Howe Street
Vancouver, BC
V6C 2B3

2. Date of Material Changes

State the date of the material change. June 16, 2005

3. News Release

The news release dated June 16, 2005 was filed with the TSX Venture Exchange and the British Columbia and Alberta Securities Commissions via SEDAR and disseminated through Canada Stockwatch, Market News 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.

Grayd has negotiated a $250,000 non-brokered private placement consisting of 1,250,000 units at a price of $0.20 per unit. Each unit will consist of one common share and one-half of one share purchase warrant. One whole warrant will entitle the holders thereof to purchase one additional share at a price of $0.25 exercisable for one year from closing.

5. Full Description of Material Change

Reference Grayd's news release dated June 16, herein.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Marc A. Prefontaine, M.Sc., P.Geo
President and Chief Executive Officer
Telephone: 604-681-7446

9. Date of Report

DATED at Vancouver, B.C., this 17th day of June, 2005.

GRAYD RESOURCE CORPORATION

/s/ Sharon L. Fleming

Sharon L. Fleming
Corporate Secretary

Suite 900 – 475 Howe Street
Vancouver, British Columbia
Canada V6C 2B3
Telephone: (604) 681-7446
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N E W S R E L E A S E

Grayd Resource - $250,000 Non-Brokered Private Placement

Vancouver, BC, June 16, 2005 **. . .** Grayd Resource Corporation **(TSX-V: GYD)** has negotiated a non-brokered private placement of 1,250,000 units at a price of $0.20 per unit. Each unit will consist of one common share in the capital of the Company and one-half share purchase warrant. One whole warrant will entitle the holders thereof to purchase one additional share at a price of $0.25 exercisable for one year from closing.

Proceeds totaling $250,000 will be used by Grayd to fund its generative exploration programs and for general working capital purposes. This transaction is subject to regulatory acceptance.

About Grayd Resource Corporation
Grayd Resource Corporation is a natural resource company engaged in the acquisition, exploration and development of mineral resource properties. It has gold projects in Mexico, a copper-gold porphyry project in British Columbia and a gold enriched base metal project in Alaska. For further information on the La India property, please visit www.grayd.com.

For further information, please contact:
Marc A. Prefontaine, M.Sc., P.Geo. – President and CEO (604-681-7446) or
Freeform Communications Inc. (778-371-9100 x 1220)