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 420, 475 Howe Street
Vancouver, BC
V6C 2B3

2. Date of Material Changes

State the date of the material change. May 11, 2009

3. News Release

The news release dated May 11, 2009 was filed with the TSX Venture Exchange and the British Columbia and Alberta Securities Commissions via SEDAR and disseminated through Marketwire, 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 announced the appointment Bradley J. Blacketor to its Board of Directors.

5. Full Description of Material Change

See accompanying news release dated May 11, 2009.

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 11th day of May, 2009.

GRAYD RESOURCE CORPORATION

/s/ Sharon L. Fleming

Sharon L. Fleming
Corporate Secretary

GRAYD RESOURCE CORPORATION

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Canada V6C 2B3
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N E W S R E L E A S E

Grayd Appoints Brad Blacketor to its Board of Directors

Vancouver, BC, May 11, 2009 . . . **Grayd Resource Corporation (TSX-V: GYD)** is pleased to announce the appointment Bradley J. Blacketor to its Board of Directors. Mr. Blacketor is a Certified Public Accountant with over 17 years experience in the mining industry.

During the past 12 years, Mr. Blacketor has served as Vice-President, Chief Financial Officer and Secretary of Metallica Resources Inc., a company listed for trading on Amex and the TSX. Previous to Metallica, Mr. Blacketor served as Chief Financial Officer of MinCorp Ltd., and held senior management positions with Pincock, Allen & Holt, Inc. and Touche, Ross & Co. Mr. Blacketor holds a Bachelors Degree in Business Administration from Indiana University and a Masters Degree in Business Administration from Colorado State University.

Grayd has granted Mr. Blacketor options to purchase up to a total of 300,000 common shares in the capital of the Company at price of $0.30 per share. The options are subject to certain vesting provisions.

Mr. Blacketor succeeds Sandra M. Lim who resigned from the Board to pursue other business opportunities. Marc Prefontaine, President and CEO said, “On behalf of the Board of Directors, I would like to thank Sandra for her valuable contributions to the growth of our Company. Sandra has been an extremely important member of the Board, and we extend our continued good wishes to Sandra.”

Grayd Resource is a growth-oriented junior natural resource company focused primarily on exploring and developing a large land position in Mexico which is highly prospective for gold and silver mineralization. The Company's Officers and Directors are very experienced in all aspects of mineral exploration, development and production and have been involved with several successful mining projects over the past 20 years.

For further information, please contact:
Marc A. Prefontaine – President and CEO (604-681-7446) or
Freeform Communications Inc. (604-288-7222) or www.grayd.com

The TSX Venture Exchange has neither approved nor disapproved of the information contained herein.

The information in this news release may contain forward-looking statements. When used in this release, words such as “estimate”, “expect”, “anticipate” and “believe” as well as similar expression are intended to identify forward-looking statements. Such statements are used to describe management’s future plans, objects, and goals for the Company and therefore involve inherent risks and uncertainties. The reader is cautioned that actual results, performance or achievements may be materially different from those implied or expressed in such statements, which speak only as of the date the statements were made. The Company does not update forward-looking statements continually as conditions change.