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. October 7, 2009

3. News Release

The news release dated October 7, 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 that:

(i) it has retained Canaccord Capital Corporation to act as agent on a commercially reasonable efforts basis, in connection with the offering for sale by way of TSX Venture Exchange Short Form Offering Document up to 5,000,000 units (the "Units") at a price of $0.40 per Unit for gross proceeds up to $2,000,000; and

(ii) it has also negotiated a commercially reasonable efforts private placement with Canaccord for up to 2,500,000 Units having the same terms as the above for gross proceeds of up to $1,000,000.

5. Full Description of Material Change

Reference Grayd's news release dated October 7, 2009 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 7th day of October, 2009.

GRAYD RESOURCE CORPORATION

/s/ Sharon L. Fleming

Sharon L. Fleming
Corporate Secretary

GRAYD RESOURCE CORPORATION

Suite 420 – 475 Howe Street
Vancouver, British Columbia
Canada V6C 2B3
Telephone: (604) 681-7446
Facsimile: (604) 684-9877

N E W S R E L E A S E

Grayd Announces Financings

Vancouver, BC, October 7, 2009 . . . **Grayd Resource Corporation (TSX-V: GYD) ("Grayd" or the "Company")** is pleased to announce that it has retained Canaccord Capital Corporation ("Canaccord" or the "Agent") to act as agent on a commercially reasonable efforts basis, in connection with the offering for sale by way of TSX Venture Exchange Short Form Offering Document up to 5,000,000 units (the "Units") at a price of $0.40 per Unit for gross proceeds up to $2,000,000 (the "Short Form Offering"). Each Unit will consist of one common share of the Company (a "Common Share") and one-half of one non-transferrable common share purchase warrant (a "Warrant"). Each whole Warrant will entitle the holder to subscribe for one additional common share at a price of $0.50 for a period of 18 months from the date of closing.

In addition to the Short Form Offering, the Company has negotiated a commercially reasonable efforts private placement with Canaccord for up to 2,500,000 Units having the same terms as the above for gross proceeds of up to $1,000,000 (the "Private Placement Offering"). The Company has also granted the Agent an over allotment option to solicit additional Units, subject to confirmation by the Company, to raise additional gross proceeds of up to $500,000, exercisable at any time up to forty-eight hours prior to closing.

On closing of the Short Form Offering and Private Placement Offering (the "Offerings"), the Company will pay the Agent a commission equal to 7% of the gross proceeds of the Units sold payable in cash and/or Units at the election of the Agent and will issue the Agent non-transferable warrants (the "Agent's Warrants") equal to 7% of the Units sold. Each Agent's Warrant will entitle the holder thereof to purchase one Common Share at a price of $0.50 per Common Share for a period of 18 months from the closing. The Company will also reimburse the Agent for reasonable fees and expenses incurred in connection with the Offerings and pay a corporate finance fee consisting of 50,000 units.

The funds raised from the issuance of the Units shall be used to fund on-going work programs on the Company's La India Project in Mexico, potential acquisition of new properties and for general working capital purposes.

Closing of the Short Form Offering and the Private Placement Offering is anticipated to occur on or before November 5, 2009 and is subject to the receipt of applicable regulatory approvals including approval of the TSX Venture Exchange.

ABOUT GRAYD RESOURCE

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 experienced in all aspects of mineral exploration, development and production and have been involved with several successful mining projects during the past 20 years.

For further information, please contact:

Marc A. Prefontaine – President and CEO

Tel: 604-681-7446 or www.grayd.com.