

**Form 27**  
**Securities Act**

**MATERIAL CHANGE REPORT UNDER SECTION 75(2) OF THE ACT**

**1. Reporting Issuer**

Millstream Mines Ltd.  
Suite 1320  
4 King Street  
Toronto, Ontario  
M5H 1B6

**2. Date of Material Change**

April 14, 2008

**3. Press Release**

Marketwire – April 14, 2008

**4. Summary of Material Change**

Millstream states initial resources estimate for its Potter Mine Property – VMS type deposit

**5. Full Description of Material Change**

Please refer to attached press release

**6. Reliance on Section 75(3) of the Act**

This report is not being filed on a confidential basis in reliance on Section 75(3)

**7. Omitted Information**

N/A

**8. Senior Officer**

Ronald Haller  
(416) 363- 1240

**9. Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

**DATED** at Toronto this 14<sup>th</sup> day of April, 2008

Millstream Mines Ltd.

"Ronald Haller"

\_\_\_\_\_  
Ronald Haller - Secretary

TSX Venture Exchange  
Symbol **MLM**

Frankfurt Exchange  
Symbol **NJD**  
63,051,707 SHARES ISSUED



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**FOR IMMEDIATE RELEASE**

Date: Apr. 14, '08  
Apr. 11, '08 Close: \$0.21

**MILLSTREAM STATES INITIAL RESOURCES ESTIMATE FOR  
ITS POTTER PROPERTY- VMS TYPE DEPOSIT**

**Toronto, Ontario** - Millstream Mines Ltd. (MLM -TSX-V; NJD - Frankfurt) is pleased to announce that it has received an initial NI 43-101 compliant resource estimate for its Potter Property located in northeastern Ontario, Canada, situated approximately mid-way between Xstrata's large deposits of Kidd Creek Mine (in Ontario) and Horne Mine (in Quebec) with milling, smelting and refining capabilities.

The resources estimate was prepared and authored by Dave Gamble, P. Geo. of Dave Gamble Geoservices Inc. and Edward Bettiol, P. Eng. Independent consultant. Both of these individuals are Qualified Persons under the requirements and guidelines of Nation Instrument 43-101 (NI 43-101) regulating the Canadian Mining industry. Dave Gamble, P. Geo. has over 30 years extensive experience in the exploration and the mining industry. Edward Bettiol, P. Eng., who is recognized worldwide, has over 50 years experience in all phases of the mining industry as an operator and manager in both base metals and noble metals endeavours.

Eleven (11) parallel to subparallel mineralized zones have been identified to date that remain open horizontally on strike in both east and west directions, and vertically on dip both downward and upward. The exception to upward is the zone that was previously mined in the past operations from surface to 1100 feet below surface. The multiple zones were defined with a high degree of confidence using the three dimensional (3D) modeling software Datamine Studio in conjunction with Datamine Downhole Explorer.

An interactive 3D geological model of the 11 mineralized zones is available for public viewing on Millstream's website at the address: <http://www.millstreammines.com/3dmodels.html>

The Resources estimate is based only on seven (7) of the eleven (11) parallel zones and is currently being reported as Inferred Resources.

The following table summarizes the results:

Zone	UNRESTRICTED WIDTH		MINIMUM WIDTH 2.0 METRES		MINIMUM WIDTH 2.5 METRES		MINIMUM WIDTH 3.0 METRES	
	INFERRED TONNES	Equiv Cu % Grade	INFERRED TONNES	Equiv Cu % Grade	INFERRED TONNES	Equiv Cu % Grade	INFERRED TONNES	Equiv Cu % Grade
A	758,044	1.01	716,716	1.04	619,418	0.72	610,981	0.72
B	122,400	1.76	109,726	1.95	80,483	2.16	80,483	2.16
C	2,275,808	1.93	2,261,635	1.94	1,993,570	2.15	1,761,504	2.39
D	923,650	2.06	871,312	2.05	835,853	2.12	822,546	2.14
E	619,967	1.49	557,039	1.62	235,040	3.50	235,040	3.50
F	1,144,806	1.25	1,139,738	1.25	992,212	1.37	903,874	1.44
Y	590,755	1.01	542,317	1.08	483,892	1.14	469,334	1.15
<b>Total</b>	<b>6,435,430</b>	<b>1.59</b>	<b>6,198,483</b>	<b>1.62</b>	<b>5,240,468</b>	<b>1.79</b>	<b>4,883,762</b>	<b>1.89</b>

An important factor derived from these multiple parallel zones is the vast increased mineral inventory per vertical metre that has a heavy impact on the economics of future mining plans.

The Inferred Resources were estimated based on analysis of a series of cross sections, horizontal plans, and vertical longitudinal sections for each mineralized zone showing all intersection pierce points for all drill holes that cut each individual zone. Industry standard polygonal estimation of final volumes and grades were completed for all polygons for each mineralized zone. A thorough review of the assay database, weighted-average composite assays, and estimation of horizontal widths of all intersections perpendicular to the plane of each vertical longitudinal section were completed.

The Inferred Resources are in-situ and based upon a maximum 100 metre radius of influence around drill hole intersections. The specific gravity used has been 3.5 (derived from the records of the past mining) and equivalent copper calculation has been used for grade determinations to weighted copper assays plus 0.42 weighted zinc assays (equiv Cu= wt Cu% + 0.42 wt Zn%).

At present, cobalt, silver, and gold have not been incorporated into this Inferred Resources estimate for the seven (7) mineralized zones reported above on Millstream Mines' volcanogenic massive sulphide (VMS) polymetallic deposit at its Potter Property. These elements are to be included in the final initial Potter Resource Report to be published within 45 days on SEDAR. It is the opinion of management that the inclusion of these elements will enhance the value of the resources found at the Potter Property in a material way.

The authors of the resource estimate recommend further diamond drilling to be undertaken both from surface as well as underground at the Potter Property to further delineate the limits of the mineralization. To pursue drilling underground, they recommend the de-watering of the existing 388m shaft in order to achieve access to the past mine workings for drill station set-up. Millstream is now in the process of complying with all the necessary requirements and regulations to attain a permit to de-water.

Dave Gamble, P.Geo. and Edward Bettiol, P. Eng, both consultants of Millstream, are the Qualified Persons as described in National Instrument 43-101 for the Potter Mine Project. They have reviewed this report and press release with company management.

#### **About Millstream Mines Ltd.:**

Millstream Mines Ltd. is a Canadian-based mineral exploration company whose principle objective is to enhance and develop known mineral properties to production potential. The Company has active projects in the Province of Ontario, Canada and in the State of Montana, USA. The company's main focus continues to be the 100% owned Potter Mine Property. This past producing property is host to copper-zinc-cobalt "stacked" mineralized zones located in the highly prolific Abitibi Greenstone Belt and more specifically in the Kidd-Munro Assemblage near the town of Matheson in north eastern Ontario.

*The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release. Millstream seeks safe harbour with regard to forward looking statements.*

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