FORM 51 – 102F3
Material Change Report

Item 1 **Name and Address of Company**

Abbastar Holdings Ltd.
1201 – 700 West Pender St.
Vancouver, BC V6C 1G8

Item 2 **Date of Material Change**

February 13, 2007

Item 3 **News Release**

A news release dated February 14, 2007 concerning the material change was forwarded to Canada Stockwatch, Market News and CCN Matthews for dissemination and was SEDAR filed.

Item 4 **Summary of Material Change**

On February 13, 2007 the Company entered into an option agreement (the "Agreement") with Entourage Mining Ltd. ("Entourage") whereby the Company has been granted an option to acquire up to 70% of Entourage's interest (the "Transaction") in the Doran uranium property (the "Doran Property") situated in Costebelle Township in the north shore of Gulf of St. Lawrence in south-eastern Quebec. Upon completion of the Transaction, the business of the Company will be the exploration and development of resource properties. In connection with the Transaction, the Company announced a non-brokered private placement of 1,000,000 flow through shares ("FTS") at a price of $0.35 per FTS and 1,000,000 non-flow-through units ("NFT Units") at a price of $0.30 per NFT Unit for total gross proceeds of $650,000. In connection with the Transaction changes to the board of directors of the Company will be made.

Item 5. **Full Description of Material Change**

On February 13, 2007 the Company entered into the Agreement with Entourage whereby the Company has been granted the sole option to acquire up to 70% of Entourage's interest in the Doran Property situated in Costebelle Township, on the north shore of the Gulf of St. Lawrence in south-eastern Quebec. In order to exercise and acquire the interest, the Company must pay Entourage $100,000 upon acceptance of the Transaction by the TSX Venture Exchange (the "Exchange").

The Company will earn its interest in the Doran Property as follows:

- 20% interest by expending not less than $500,000 on exploration within one year from the date of the Agreement;
- 15% additional interest by expending an additional $1,000,000 on exploration within two years from the date of the Agreement;
- 15% additional interest by expending an additional $1,500,000 on exploration within three years from the date of the Agreement;
- 20% additional interest by expending an additional $2,000,000 on exploration within four years from the date of the Agreement.

Pursuant to the Agreement, the Company will have the sole and exclusive right to manage the Doran Property. The Company may at any time elect to abandon its interest in the Doran Property. The Agreement provides that the Company and Entourage will enter into a joint venture agreement after making all of the above payments and earning the 70% interest or electing not to acquire any further interests after making the $100,000 payment and expending $500,000 on the property.

In connection with the Transaction, the Company announced a non-brokered private placement of 1,000,000 FTSs at a price of $0.35 per FTS and 1,000,000 NFT Units at a price of $0.30 per NFT Unit for total gross proceeds of $650,000. Each NFT Unit will consist of one common share and one common share purchase warrant. Two common share purchase warrants entitles the holder to acquire one additional common share of the Company at a price of $0.45 for a period of one year, provided that if at any time the Company's shares have a closing price of $0.75 or more for twenty (20) consecutive trading days on the Exchange, the Company will be entitled to give notice to the holders of the warrants to the effect that the warrants will expire 30 days from the date of mailing of such notice unless exercised before the expiry of that period, and in such event all unexercised warrants will expire at 4:30 pm (Vancouver time) on the last day of such 30 day period. There is no finder's fee payable in connection with this private placement. The private placement is subject to acceptance for filing by the Exchange.

The Transaction is subject to the completion by the Company of a new NI 43-101 technical report on the property and approval of the Exchange. An earlier NI 43-101 technical report was filed by Entourage on March 9, 2006 and is available on www.sedar.com.

In conjunction with the Transaction, Dr. Paul Shatzko and Mr. James Turner have agreed to become members of the board of the Company. To facilitate these appointments Messrs. Linas Antanavicius and Donald Gordon have agreed to resign from the board. The Company also proposes to grant up to 275,000 options to the new directors at $0.30 per share for a period of five years. Concurrent with the appointment of the new directors, Mr. Antanavicius will be appointed corporate secretary of the Company.

The Doran Property is situated in Moyenne Côte-Nord in Costebelle Township, Quebec, on the north shore of the Gulf of St. Lawrence, approximately 85 kilometres east of Havre St. Pierre and about 25 kilometres west of Aguanish. The property is serviced by provincial highway 138 with hydroelectric facilities close by. To date, Entourage has expended more than $700,000 exploring, mapping, sampling and drilling the 47-claim block package.

Upon completion of the Transaction, the business of the Company will be the exploration and development of resource properties, and therefore the Transaction will constitute a change of business of the Company. Prior to signing the Agreement, the Company did not have an active business.

To more accurately describe the new business of the Company, management intends to change the name of the Company to Abbastar Uranium Corp. or some other name as may be approved.

Item 6 **Reliance on Subsection 7.1 (2) or (3) of National Instrument 51-102**

N/A

Item 7 **Omitted Information**

N/A

Item 8 **Executive Officer**

The following executive officer of the Company is knowledgeable about this report and the material change disclosed herein:

Gary Schroeder
CEO
Tel: 604 658 2040

Item 9. **Date of Report**

February 23, 2007