

BC FORM 53-102F3
Material Change Report

Item 1 Reporting Issuer

UC RESOURCES LTD.
#507 – 595 Howe Street
Vancouver, B.C. V6C 2T5
Telephone: (604) 681-7265

Item 2 Date of Material Change

August 24, 2005

Item 3 Press Release

Issued August 24, 2005 and distributed through Market News and Canada Stockwatch.

Item 4 Summary of Material Change

UC Resources Ltd. (UC: TSX-V) closes a private placement resulting in gross proceeds of \$1,809,500.

Item 5 Full Description of Material Change

UC Resources Ltd. announces today the closing of a private placement resulting in gross proceeds of \$1,809,500.

Pursuant to the private placement, the Company issued an aggregate of 18,095,000 units at a price of \$0.10 per unit, each unit being comprised of one common share in the share capital of the Company and one common share purchase warrant, with each common share purchase warrant entitling its holder to acquire one common share at a price of \$0.125 at any time prior to February 22, 2007. The shares and any shares issued upon exercise of the warrants are subject to a four month hold period expiring December 23, 2005.

A finder's fee of 10% in cash was paid to various finders, representing \$138,860.

The net proceeds of this offering will be used for acquisitions, debt settlement, exploration and working capital.

The Company is a Canadian junior exploration and development company with offices in Vancouver, B.C. and Torreon, Coahuila, Mexico. The Company has recently completed phase 1 of its exploration plans on the 17,401 acre silver/gold property location within the Sierra Madre mineralogical belt in the State of Durango, Mexico.

Item 6 Reliance on Section 85(2) Of The Act

This report is not being filed on a confidential basis.

Item 7 Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8 Director/Senior Officer

Contact: Will Elston, Director
Telephone: (604) 681-7265

Item 9 Statement of Senior Officer/Director

The foregoing accurately discloses the material change referred to herein.

Signed: "Richard Hamelin"

Richard Hamelin, President/Director

Dated at Vancouver, this 24th day of August, 2005.