FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 NAME AND ADDRESS OF COMPANY
UC RESOURCES LTD.
Suite #1000 – 355 Burrard Street
Vancouver, B.C. V6C 2G8
Telephone: (604) 681-7265

Item 2 DATE OF MATERIAL CHANGE
November 19, 2007

Item 3 NEWS RELEASE
Issued November 19, 2009 and distributed through the facilities of Market News and Canada Stockwatch.

Item 4 SUMMARY OF MATERIAL CHANGE

UC Resources Ltd. (UC: TSX-V) announces it has closed a $4.1 million brokered financing with PowerOne Capital Markets Limited and its key finance partners.

Item 5 FULL DESCRIPTION OF MATERIAL CHANGE

UC Resources Ltd. announces it has closed the strategic $4.1 million brokered financing with PowerOne Capital Markets Limited, and its key finance partners.

Further to the Company's news release of October 18th, the private placement consisted of 5,777,777 non-flow-through units at $0.45 and 3,000,000 flow-through units at $.50. Each unit consists of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant entitles the purchaser to purchase one additional share at .70 cents per share for a period of two years. The Company has the right to accelerate the expiry date of the warrants, on not less than 30 days' prior written notice, if the closing price of the common shares of the Company is at least $1.50 per share for any period not less than 30 consecutive trading days. The Company welcomes Sprott Asset Management, Rosseau Asset Management, Pinetree Capital Ltd. and Firebird Management LLC as key investors and participants in the financing.

Power One received a cash commission of $328,000 and a compensation option exercisable for 877,778 units for a period of two years at 45 cents per unit. Each unit consists of one share and one-half of one warrant, each whole warrant exercisable for one share at 70 cents per share for a period of two years.

As announced in the news release October 31st, the company raised an additional $714,450 by means of a non-brokered private placement.

All securities are subject to a hold period, which expires March 17, 2008.

The proceeds will be used to finance exploration programs on the Company's McFauld's Lake properties and for working capital purposes, as well as to continue with operational activities in Mexico.

Item 6 RELIANCE ON SUBSECTION 7.1(3) OF NATIONAL INSTRUMENT 51-102
This report is not being filed on a confidential basis.

Item 7 OMITTED INFORMATION
No information has been omitted on the basis that it is confidential information.

Item 8 EXECUTIVE OFFICER
Contact: Brian Gusko, Chief Financial Officer
Telephone: (604) 681-7265

Item 9 DATE OF REPORT
Dated at Vancouver, this 19th day of November, 2007.