

This is the form of material change report required under Section 67(1) of the *Securities Act*.

**BC FORM 53-901F**

*Securities Act*

**MATERIAL CHANGE REPORT UNDER SECTION 67(1) OF THE ACT**

**Item 1.            Reporting Issuer**

FIRST STAR RESOURCES INC.  
1118 Homer Street - Suite 214  
Vancouver, BC V6B 6L5

Telephone:      (604) 609-0575  
Fax:                (604) 609-0565

**Item 2.            Date of Material Change**

April 21, 2006

**Item 3.            Press Release**

The date of the press release issued pursuant to Section 67(1) of the Act with respect to the material change disclosed in this report is **April 21, 2006**. The press release was issued in Vancouver, British Columbia.

**Item 4.            Summary of Material Change**

FIRST STAR CLOSES PRIVATE PLACEMENT OF 6,500,000 UNITS

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

**Mr. Bill Wishart, President and CEO of First Star Resources Inc. (TSXV: FRS)** ("First Star") pleased to announce that the Company has closed a 6,500,000 Unit private placement announced March 28, 2006. The Company issued 6,500,000 Units at a price of \$0.20 per unit. Each unit will consist of one common share and one share purchase warrant. Each share purchase warrant entitles the holder thereof to purchase an additional share of the Company at a price of \$0.25 per share for a one year period after the closing of the private placement. The shares are subject to a four-month hold period. The proceeds of the private placement will be used to fund exploration and for general working capital purposes.

First Star is an emerging mineral and oil and natural gas exploration Company. The company continues to explore other mineral and resource opportunities to add to First Star's portfolio.

For further information please contact Bill Wishart at (604) 609-0555 or toll free at 1-877-608-0555 or Patrick Forseille, P.Geo. at (604) 608-0300.

**Item 6.            Reliance on Section 67(2) of the Act**

N/A

**Item 7.            Omitted Information**

N/A

**Item 8.            Senior Officer**

The following senior officer of the Company is knowledgeable about the material change disclosed in this report:

Bill Wishart  
Phone: (604) 609-0575

**Item 9.            Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.  
Executed at Vancouver, British Columbia this 21st day of April 2006.

*“Bill Wishart”*

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**Bill Wishart**  
President