

This is a form of a material change report required under Section 85(1) of the Securities Act and Section 151 of the Securities Rules.

BC Form 53-901F

Securities Act

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE SECURITIES ACT

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

NOTE: Every report required to be filed under Section 85(1) of the *Securities Act* (the “Act”) must be sent to the British Columbia Securities Commission (the “Commission”) in an envelope addressed to the Commission and marked “Continuous Disclosure”.

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS “CONFIDENTIAL - SECTION 85”, AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED “CONFIDENTIAL”.

Item 1. Reporting Issuer

Kenrich-Eskay Mining Corporation

Item 2. Date of Material Change

December 12, 2002

Item 3. Press Release

The press release was disseminated through TSX, BC Securities Commission, Alberta Securities Commission, Stockwatch and Market News.

Item 4. Summary of Material Change

See attached excerpt from News Release

Item 5. Full Description of Material Change

See attached excerpt from News Release

Item 6. Reliance on Section 85(2) of the Act

Nothing in this form is required to be maintained on a confidential basis.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

Wally Boguski
Phone: 604-682-0557

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated this 12th day of December 2002.

Kenrich-Eskay Mining Corporation

By: "Wally Boguski" _____

President _____

(Official Capacity)

Wally Boguski _____

(Please print here name of individual whose signature appears above.)

KENRICH-ESKAY MINING CORPORATION

750 West Pender Street, Suite 410
Vancouver, B.C. V6C 2T7
Phone (604) 682-0557 or 1-888-805-3940
Fax (604) 682-3615
Web site: www.kenrich-eskay.com

December 12, 2002

Trading Symbol: KRE:TSX

NEWS RELEASE

KENRICH-ESKAY MINING CORPORATION AGREES TO WARRANT TERM EXTENSION

Vancouver, BC – KENRICH-ESKAY MINING CORPORATION is pleased to announce that subject to regulatory approval, it has agreed to extend the terms of 1,600,000 warrants issued pursuant to the private placement announced on December 4, 2001, that will result in the extension of the warrant term from one year to two years. The exercise price of \$0.10 will remain the same.

On behalf of the Board of Directors,

“Wally Boguski”
Wally Boguski
President

The Toronto Venture Exchange has neither approved nor disapproved of the contents herein.
WARNING: The Company relies upon litigation protection for forward-looking statements.