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

June 4, 2004

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 4th day of June 2004.

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, British Columbia V6C 2T7
604-682-0557 Fax: 604-684-7116
Website: www.kenrich-eskay.com

June 4, 2004 **Symbol: KRE: V – TSX**

NEWS RELEASE

$2,200,000 PRIVATE PLACEMENT FINANCING ARRANGED

Vancouver, BC – KENRICH-ESKAY MINING CORPORATION (the "Company") is pleased to announce that further to the News release of May 26, 2004 the company is pleased to announce that it has arranged a non-brokered Private Placement to raise gross proceeds of up to $2,200,000.00.

Under the terms of the Private Placement the company will offer for sale 2,730,000 flow-through units to be issued at CDN$0.55 which will consist of one flow-through common share and one-half of one non-transferable non-flow-through purchase warrant, where a full warrant is exercisable to purchase one additional non-flow-through share for a period of two-years at a price of $0.75 cents. The Company will also offer for sale 1,400,000 non-flow-through units to be issued at CDN$0.50 cents and will consist of one common share and one-half of one non-transferable share purchase warrant, where a full warrant is exercisable to purchase one additional non-flow-through share for a period of two years at a price of $0.75. The proceeds will be used to conduct recommended work programs on the company's Eskay Creek Corey property and for general working capital.

The Company will pay a cash finders fee equal to 10% of the total gross proceeds of the offering and finder's warrants ("Finders Warrants") equal to 10% of the number of units sold. This Private Placement is subject to the acceptance of the TSX Venture Exchange.

Pursuant to its stock option plan, the company has granted incentive stock options to eligible recipients entitling them to purchase up to 1,795,000 common shares at a price of $0.50 cents for up to three years.

On behalf of The Board of Directors of Kenrich-Eskay Mining Corporation.

"*Wally E. Boguski*"
Wally E Boguski,
President and Director