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

August 6, 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 6th day of August 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
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604-682-0557 Fax: 604-684-7116

Website: www.kenrich-eskay.com Email: info@kenrich-eskay.com

August 6, 2004 **Symbol: KRE: TSX – V**

NEWS RELEASE

PRIVATE PLACEMENT CLOSED - $2,283,000 RAISED

Vancouver, BC – KENRICH-ESKAY MINING CORPORATION (the "Company") is pleased to announce that it has now closed its recently announced private placement for gross proceeds of $2,283,000. The Company issued 2,488,728 flow-through units at a deemed price of $0.55 per unit and 1,828,400 non-flow-through units at a deemed price of $0.50 per unit. The flow-through units consist of one flow-through share and one-half of one non flow-through share purchase warrant, where one full warrant is exercisable to purchase one common share for two-years at a price of $0.75. The non flow-through units consist of one common share and one-half of one share purchase warrant, where one full warrant is exercisable to purchase one common share for two-years at a price of $0.75. All securities issued are subject to a 4-month hold period expiring November 28, 2004. The Company paid cash commissions aggregating $203,680 and issued 325,000 finder's warrants (94,500 exercisable for two-years at $0.50 and 230,500 finder's warrants exercisable for two-years at $0.55).

Crews have been working on the Corey Property for the past month; the Company has moved a drilling rig on site in preparation for drilling in the near future. Rock sampling is on going and first round of analytical results will be available shortly.

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

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