Form 51-102F3
Material Change Report

Name and Address of Company

Kenrich-Eskay Mining Corporation
C206 – 9801 King George Hwy
Surrey, BC
V3T 5H5

Date of Material Change

September 29th, 2006

News Release

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

Summary of Material Change

Vancouver, BC – KENRICH-ESKAY MINING CORP. (the “Company”) is pleased to announce the results of the annual general meeting (the “Meeting”) of shareholders that was held on August 21, 2006.

Full Description of Material Change

Vancouver, BC – KENRICH-ESKAY MINING CORPORATION (the “Company”) wishes to announce the results of the annual general meeting (the “Meeting”) of shareholders that was held on August 21, 2006. At the Meeting approximately 40% of the Company’s issued and outstanding capital was represented in person and by proxy. Shareholders re-appointed the incumbent auditor and re-elected as directors Messrs. Wally Boguski, Robert Michor and Thal Poonian. The Company’s stock option plan was renewed by shareholders, who also approved certain re-pricings by a disinterested vote.

At a directors’ meeting held immediately following the Meeting, Mr. Boguski was appointed as President and Chief Executive Officer, Mr. Vernon Porter was appointed as Chief Financial Officer and Secretary. An audit committee was appointed (consisting of Messrs. Wally Boguski, Robert Michor and Thal Poonian) and a compensation committee was appointed (consisting of Messrs. Poonian and Michor).

Kenrich-Eskay Mining Corp. has agreed to grant new stock incentive options to certain directors, executive officers and consultants of the company under the company's rolling stock option plan granting to such optionees the right to purchase up to a total of 610,928 common shares at a price of $1.00 per share for a 2 year period until September 29, 2008.

Further to the Company’s press release of June 7, 2006 in relation to the completed private placement of flow-through and non-flow-through units, the Company advise that the amount reported as raised on the private placement was over-stated by $120,000. The actual amount received by the Company was $14,427,560.

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

"*Wally E. Boguski*"

Wally E Boguski,

President, CEO, Director

This press release includes certain "Forward-Looking Statements" within the meaning of section 21E of the United States Securities Exchange Act of 1934, as amended. All statements, other than statements of historical fact, included herein, including without limitation, statements regarding potential mineralization, potential reserves, exploration results, future plans and objectives of Kenrich Eskay Mining Corporation are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this news release

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Reliance on Section 7.1(2) or (3) of National Instrument 51-102
Nothing in this form is required to be maintained on a confidential basis.

Omitted Information
Not applicable.

Executive Officer
Wally E Boguski
President
Phone: (604) 682-0557

Date of Report
Dated at Vancouver this the 29th day of September 29, 2006.