

ESKAY MINING CORP.

43 Colborne Street PH
Toronto, Ontario
M5E 1E3

FILED VIA SEDAR

British Columbia Securities Commission
12th Floor, Pacific Centre
701 W. Georgia St.
Vancouver, B.C., V7Y 1L2

Alberta Securities Commission
4th Floor, 300 – 5th Avenue S.W.
Calgary, Alberta, T2P 3C4

Attention: Continuous Disclosure

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TSX Venture Exchange
3rd Floor, 130 King Street West
Toronto, Ontario, M5X 1E5

Attention: Continuous Disclosure

Dear Sirs/Mesdames:

**Re: Material Change Report
Form 51-102F3**

1. The name of the reporting issuer is **Eskay Mining Corp.** (“Eskay” or the “Corporation”), whose principal office is at 43 Colborne Street PH, Toronto, Ontario, M5E 1E3.
2. The material changes occurred on June 4, 2010 and June 9, 2010.
3. Press Releases were published at Toronto on June 4, 2010 and June 11, 2010.
4. On June 4, 2010, Eskay announced that it was re-pricing the offering announced on May 11, 2010.

Eskay is now offering up to 10,000,000 units on a flow-through basis (**the “FT Units”**) priced at \$0.25 per FT Unit with each FT Unit consisting of one (1) flow-through common share (**the “FT Share”**) and one-half (½) of a share purchase warrant (**a “FT Warrant”**) for gross proceeds of up to \$2,500,000 (**the “FT Offering”**). Each full FT Warrant entitles the holder to acquire a further common share of the Corporation at a price of \$0.45 per common share until the earlier of: (i) the date which is twenty-four (24) months following the closing; and (ii) in the event that the closing price of the common shares on the TSX Venture Exchange is at least \$0.60 for ten (10) consecutive trading days, and the 10th trading day (**the “Final Trading Day”**) is at least four (4) months from the Closing Date, the date which is thirty (30) days from the Final Trading Day (**the “Trigger Date”**).

In addition, Eskay is now offering up to 7,500,000 working capital units (**the “WC Units”**) priced at \$0.20 per WC Unit with each WC Unit consisting of one (1) common share (**the “WC Share”**) and one (1) share purchase warrant (**a “WC Warrant”**) for gross proceeds of up to \$1,500,000 (**the “WC Offering”**). Each WC Warrant entitles the holder to acquire a further common share of the Corporation at a price of \$0.40 per common share until the earlier of: (i) the date which is twenty-four (24) months following the closing; and (ii) the Trigger Date.

The Corporation may pay a finder’s fees and/or commissions in cash and/or securities to eligible parties.

On June 11, 2010, Eskay announced that it had completed the sale of 8,200,000 FT Units priced at \$0.25 per FT Unit for gross proceeds of \$2,050,000. A cash fee of \$100,000 and 640,000 compensation options to acquire units at a price of \$0.25 per unit (an **“Agent’s Option”**) were issued in relation to the financing. Each Agent’s Option is comprised of one common share and one-half of one non-transferable share purchase warrant of the Corporation. Each full warrant entitles the holder to acquire a common share of Eskay at the price of \$0.45 until the earlier of: (i) June 9, 2012; and (ii) the Trigger Date.

In addition, Eskay also completed the issuance of 960,050 WC Units priced at \$0.20 per WC Unit for gross proceeds of \$192,010.

The Corporation continues to offer 1,800,000 FT Units and 6,539,950 WC Units on the same terms as in the Corporation’s June 4, 2010 press release.

All of the securities referred to herein are legended and restricted from trading until at least October 10, 2010.

5. As part of the FT Offering and WC Offering (collectively, the **“Offerings”**), five insiders, Hugh Balkam, John McDonald, Gordon McMehen, Rob Myhill and Bryon Sievert may subscribe up to \$84,000 of the FT Offering representing up to 336,000 FT Units and up to \$100,000 of the WC Offering representing up to 500,000 WC Units. The insider private placements are exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 (**“MI61-101”**) by virtue of the exemptions contain in section 5.5(a) and 5.7(1)(a) of MI61-101 in that the fair market value of the consideration for the securities of the Corporation to be issued to insiders does not exceed 25% of its market capitalization.

The following table indicates the securities that may be purchased by the insiders in this offering, their post closing direct and indirect holdings in Eskay and the percentage their holdings represent in the post-closing outstanding shares:

Names of Insiders	# of Securities which may be Purchased (Direct Ownership, Indirect Ownership or Control or Direction)	Post- closing Direct & Indirect Holdings in Eskay	% of Post- Closing Outstanding Shares
Hugh Balkam	125,000 WC Units	3,850,500 common shares 1,525,000 options 125,000 warrants	6.18% ⁽¹⁾
John McDonald	100,000 WC Units	125,000 common shares 1,000,000 options 100,000 warrants	1.42% ⁽¹⁾
Gordon McMehen	125,000 WC Units	149,000 common shares 300,000 options 125,000 warrants	0.68% ⁽¹⁾
Robert Myhill	125,000 WC Units	304,500 common shares 250,000 options 125,000 warrants	0.81% ⁽¹⁾
Bryon Sievert	200,000 FT Units	714,000 common shares 250,000 options 100,000 warrants	1.26% ⁽¹⁾
TOTAL	475,000 WC Units 200,000 FT Units		

(1) Based upon outstanding capital of 83,009,111 common shares after giving effect to the closing of \$2,242,010 of FT Units and WC Units referred to above and placement of 200,000 FT Units and 475,000 WC Units by insiders and on a fully diluted basis for each respective insider assuming that they exercise all their convertible securities. The above insiders may subscribe for more of either FT Units or WC Units to a maximum aggregate of 336,000 FT Units and 500,000 WC Units.

(2) This is calculated based on the maximum units that Mr. McMehen may subscribed for although Mr. McMehen may subscribe for a combination of FT Units and WC Units

TSX Venture Exchange conditional approval was received on June 8, 2010.

The proceeds from the flow-through component would be used to undertake a diamond drilling program on its Eskay (SIB) property, Northwestern BC. The Corporation controls two contiguous mineral tenure assemblies that surround and extend southward from the past producing Eskay Creek Mine property of Barrick Gold. Past technical work by the Corporation has shown that the rich Eskay Creek Au-Ag deposit is hosted within a north-south striking Lower to Middle Jurassic rift that is mapped for 27 km on the Corporation's mineral tenures.

The Corporation has retained Mira Geoscience Ltd. to compile AeroTEM II electromagnetic and magnetic data over the entire 30 km long by 10 km wide swath of the Eskay Rift that encompasses the Corporation's lands and those of the Eskay Creek deposit. Magnetic 3D modeling and electrical plate modeling will follow, with an aim to further enhance drill target selection on the Eskay (SIB) property.

Drilling in 2010 will be targeting a blind, precious-metal mineralized segment of the Eskay Rift that lies concealed below the Coulter Creek thrust fault. The targets lie beneath the crest of the same ridge that hosts the Eskay Creek deposits. The Corporation first discovered this fault-displaced segment in a late 2008 drilling program, following geological modeling work. Incorporation of geophysical modeling in the target definition work should further assist in the success of the pending drilling program.

Drilling is anticipated to commence in July of 2010. The non flow-through funds will be used for working capital.

The geoscience information reported herein is approved by Paul McGuigan, P. Geo., a Qualified Person and member of the Geological Advisory Committee of the Corporation.

The current issued and outstanding capital is 83,009,111, after the above mentioned issuance of shares.

This material change report contains forward-looking statements that involve risks and uncertainties, which may cause actual results to differ materially from the statements made. When used in this document, the words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions are intended to identify forward-looking statements. Such statements reflect the Corporation's current views with respect to future events and are subject to such risks and uncertainties. Many factors could cause the Corporation's actual results to differ materially from the statements made, including those factors discussed in filings made by the Corporation with the Canadian securities regulatory authorities. Should one or more of these risks and uncertainties, such actual results of current exploration programs, the general risks associated with the mining industry, the price of gold and other metals, currency and interest rate fluctuations, increased competition and general economic and market factors, occur or should assumptions underlying the forward looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, or expected. Eskay does not intend and does not assume any obligation to update these forward-looking statements, except as required by law. Shareholders are cautioned not to put undue reliance on such forward-looking statements.

6. The report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

7. No information has been omitted because it is believed it should remain confidential.
8. Mr. Hugh M. Balkam, President and a director, may be contacted at 416 907-6151 concerning this report.
9. The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 14th day of June, 2010.

ESKAY MINING CORP.

"Bryon Sievert"

Per:

BRYON SIEVERT
C.F.O.