ESKAY MINING CORP.
360 Bay Street, Ste 500
Toronto, Ontario
M5H 2V6

FILED VIA SEDAR

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

Attention: Continuous Disclosure

Alberta Securities Commission
#600, 250 – 5th Street SW
Calgary, Alberta, T2P 0R4

Attention: Continuous Disclosure

Ontario Securities Commission
19th Floor, 20 Queen Street West
Toronto, Ontario, M5H 3S8

Attention: Continuous Disclosure

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 360 Bay Street, Ste 500, Toronto, Ontario, M5H 2V6.

2. The material change occurred on October 6, 2011.

3. A Press Release was published at Toronto on October 7, 2011.

4. The Corporation announced it had has completed the final tranche of its private placement.

5. Eskay has issued 186,626 units (the "**Units**") priced at $0.11 per Unit for gross proceeds of $20,528.92. Each Unit consists of one (1) common share (the "**Common Share**") and one-half (1/2) of a share purchase warrant (a "**Warrant**"). Each full Warrant entitles the holder to acquire a further Common Share of the Company at a price of $0.20 per Common Share until the earlier of: (i) the date which is twelve (12) months following closing; and (ii) in the event that the closing price of the Common Shares on the TSX Venture Exchange is at least $0.30 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.

   A total of 7,280 broker warrants to acquire Common Shares at a price of $0.20 per share for a period of twelve (12) months from closing were issued in relation to this closing. All of the securities referred herein are legended and restricted from trading until at least February 7, 2012. The issued and outstanding capital is 89,918,555 after the above mentioned issuance of shares.

Cautionary Note Regarding Forward-Looking Statements: 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 our current views with respect to future events and are subject to such risks and uncertainties. Many factors could cause our actual results to differ materially from the statements made, including those factors discussed in filings made by us 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. We do not intend and do 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 <u>not</u> 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 7th day of October, 2011.

ESKAY MINING CORP.

“Hugh M. Balkam”

Per: ______________________________

HUGH M. (MAC) BALKAM
President and Chief Executive Officer