Form 51-102F3
Material Change Report

Item 1: Name and Address of Company

Megastar Development Corp. (the "Company")
#600-625 Howe Street
Vancouver, BC V6C 2T6
(604) 683-6648

Item 2: Date of Material Change

April 18, 2005

Item 3: News Release

Issued **April 18, 2005** and distributed through the facilities of Canada Stockwatch.

Item 4: Summary of Material Change

The Company announces $175,000 financing.

Item 5: Full Description of Material Change

Megastar Development Corp. (TSX Venture Exchange – "MDV") has arranged, subject to all necessary regulatory approvals, a private placement of up to 1.25 million units at a price of 14 cents per unit for total proceeds of $175,000. Each unit consists of one common share and one non-transferable share purchase warrant. Each share purchase warrant shall be exercisable for a period of two years at a price of 20 cents per share. The net proceeds of the offering will be used for current working capital and continuing exploration on the company's properties. The securities issued under the private placement will be subject to a four-month hold period from closing.

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

This report is not being filed on a confidential basis.

Item 7: Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8: Executive Officer

Contact: Dušan Berka, President & Director
Telephone: (604) 683-6648

Item 9: Date of Report

April 19, 2005