FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. **Name and Address of Company**

State the full name of your company and the address of its principal office in Canada.

Sennen Resources Ltd.
Suite 408 – 837 West Hastings St.
Vancouver, B.C., V6C 3N6
Telephone: 604-685-6851

Item 2. **Date of Material Change**

July 08, 2005

Item 3. **News Release**

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

The press release was released on **July 07, 2005** to the TSX Venture Exchange, on which the Issuer's shares are listed and through various other approved public media.

Copy of the Press Release is attached as Schedule "A"

Item 4. **Summary of Material Change**

Provide a brief but accurate summary of the nature and substance of the material change.

ERNST & YOUNG APPOINTED AS TRANSACTION ADVISERS FOR THE SALE OF MIDDLEMOUNT MDL282

Item 5. **Full Description of Material Change**

Mr. Ian Rozier, President of Sennen Resources Ltd. ("the Company") reports that Ernst & Young Mergers and Acquisitions ("E&Y") of Perth, Australia have been appointed as Transaction Advisers in relation to the sale process for the sale of Middlemount (MDL282) ("Middlemount").

E&Y became aware that Middlemount was available for purchase and through this process approached their bidder regarding their interest in Middlemount. During the course of the previous sale process, E&Y gained substantial knowledge of the economics of Middlemount and now consider that a number of parties would be interested in the acquisition of the project. E&Y have been involved in working with Indian and Chinese companies that have been looking to acquire coal assets in Australia and E&Y believe that there are a significant number of parties that have not been introduced to Middlemount, and therefore E&Y are well positioned to run a successful sale process. The sale transaction process will be private and confidential with respect to E&Y at all times until such time as a Sale and Purchase, or such other agreement has been reached, and a contract has been signed. The Company retains the right to report any material event with respect to the sale.

E&Y's engagement is exclusive for a period of three months unless extended by mutual agreement. A detailed Information Memorandum (the "IM") prepared by E&Y will be distributed to potential purchasers who have signed a Confidentiality Agreement. The IM will be specifically designed to highlight the unique features of Middlemount and the potential benefit to specific buyers. The IM will include a financial model prepared by E&Y to provide an indicative framework to assist potential purchasers evaluate Middlemount. At the discretion of the Company, E&Y may assist with negotiations on terms and conditions of the final Sale and Purchase Agreement. E&Y must provide a purchaser that will enter into an agreement to acquire Middlemount subject to statutory conditions precedent such as consent of the Foreign Investment Review Board of Australia.

E&Y have been engaged on a Retainer Fee plus a Success Fee arrangement on the following basis:

(a) A Retainer fee at a rate of A$10,000 for the first month and A$15,000 for the following two months, and thereafter by mutual agreement.

(b) A Success fee of 2.5% of the Sale Consideration of Middlemount up to A$50 million and thereafter a further 0.5% for every A$5 million additional funds in Sale Consideration received above A$50 million, as follows;

Up to A$50 million	2.5%; plus
A$50 - 55 million	3.0%; plus
A$55 - 60 million	3.5%; plus
Ongoing A$5 million increments	Ongoing 0.5% increments

(c) E&Y to be reimbursed all reasonable out-of-pocket expenses incurred, to be rebated against the Success fee.

(d) The Sale Consideration is defined as cash, cash equivalent, securities, assumption of debt and any other exchange of value. If the Sale Consideration includes a deferred component, E&Y will receive their Success fee as if the deferred consideration was paid at Settlement.

The appointment of E&Y has been made in order to maximize value for shareholders in any potential sale of the Middlemount (MDL282) coal deposit. E&Y possess the requisite experience in the valuation, negotiation and can assist in preparation of Sale and Purchase documentation that is necessary to achieve maximum value for shareholders while at the same time ensuring that any post sale residual risks and liabilities for the Company are minimized.

The Company looks forward to working with E&Y Mergers and Acquisitions group with the objective of achieving the most beneficial Sales Consideration for the sale of Middlemount for the Company. The Company believes that the desire for commodities by South East Asia countries has not been satisfied at this point in time and the economies of China and India are expanding at rates which will see parties prepared to acquire resource assets in Australia, such as Middlemount, for prices in excess of recent valuations. The Company is confident that a sale of Middlemount can be made through the services of E&Y.

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

If the report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

INSTRUCTION

Refer to subsections 7.1(4), (5), (6) and (7) of National Instrument 51-102 concerning continuing obligations in respect of reports filed under subsection 71.(2) or (3) of National Instrument 51-102.

Not Applicable

Item 7. Omitted Information:

State whether any information has been omitted on the basis that it is confidential information.

In a separate letter to the applicable regulator or securities regulatory authority marked "Confidential" provide the reasons for your company's omission of confidential significant facts in the Report in sufficient detail to permit the applicable regulatory or securities regulatory authority to determine whether to exercise its discretion to allow the omission of these significant facts.

INSTRUCTION

In certain circumstances where a material change has occurred and a Report has been or is about to be field but subsection 71.(2), (3) or (5) of National Instrument 51-102 is not or will no longer be relied upon, your company may nevertheless believe one or more significant facts otherwise required to be disclosed in the Report should remain confidential and not be disclosed or not be disclosed in full detail in the Report.

Not Applicable

Item 8. Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report or an officer through whom such executive officer may be contacted.

Barbara Dunfield, Chief Financial Officer
Telephone: (604) 685-6851

Item 9. DATED at Vancouver, this 8th day of July, 2005.

SCHEDULE "A"

SENNEN RESOURCES LTD.
#408 – 837 W. Hastings Street
Vancouver, BC Canada V6C 3N6
Tel: 604-685-6851 Fax: 604-685-6493
www.sennenresources.com

Date: July 07th, 2005
Trading Symbol: SN (TSX Venture Exchange)

NEWS RELEASE

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For further information contact:
Mr. Ian Rozier, President & CEO