This is the form of a material change report required under section 85 (1) of the Securities Act and section 151 of the Securities Rules.

FORM 53-901.F
MATERIAL CHANGE REPORT
UNDER SECTION 85 (1) OF THE SECURITIES ACT (BRITISH COLUMBIA)

This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

Every report required to be filed under section 85 (1) of the Act shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure."

WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL - SECTION 85", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL."

Item 1. Reporting Issuer

Majestic Gold Corp.

Item 2. Date of Material Change

February 16, 2005

Item 3. Press Release

A press release was issued to the TSX Venture Exchange on February 16, 2005 and disseminated through Canada Stockwatch and Market News.

Item 4 & 5 Summary and Full Description of Material Change

The Company announced that it has received geochemical results on channel samples taken in drifts of the level 4 underground workings of the Fekenyun mine on the Song Jiaguo license located in Shandong Province, People's Republic of China.

A total of 107 contiguous channel samples were taken from two sub-parallel drifts located approximately 258 meters below surface. The drifts are orientated perpendicular to the strike direction of known high grade structures and provide an excellent opportunity to evaluate the host conglomerate for bulk mineable potential.

A total of 68 samples covering 103 metres were collected along the south drift. Assays ranged from 18 to 121,176 ppb gold across 1.5 metres. A total of 40 samples covering 60.2 metres were collected along the north drift, which is located 60 metres along strike from the south drift. Assays ranged from 12 to 8,789 ppb gold across 1.5 metres.

The Company also announced that it has amended the terms of the warrant attached to the non-brokered private placement financing of up to 4,500,000 units announced on January 19, 2005 at a price of $0.70 per unit. Each warrant will entitle the holder thereof to purchase one additional common share in the capital of the Company for two (2) years at $0.90 per share, with forced conversion if the shares of Majestic trade over $1.80 for more than twenty consecutive days.

Item 6. Reliance on section 85 (2) of the Act

This report is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been intentionally omitted from this form.

Item 8. Senior Officers

To obtain further information, contact a director of the Issuer at (604) 681-4653.

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, on February 16, 2005.

MAJESTIC GOLD CORP.

By: "Stephen Kenwood"
Stephen Kenwood, Director