

SECURITIES ACT
MATERIAL CHANGE REPORT

1. Reporting Issuer

GROUNDSTAR RESOURCES LIMITED

Suite 300 – 570 Granville Street
Vancouver, B.C. V6C 3P1
(the “Company”)

2. Date of Material Change

February 13, 2003

3. Press Release

Date of Issuance: February 13, 2003

Place of Issuance: Vancouver, British Columbia

4. Summary of Material Change

Groundstar Resources Limited (the “Company”) announces it has entered into an agreement to earn an interest in up to four sections of land in the Westlock area of Alberta.

5. Full Description of Material Change

Groundstar Resources Limited (the “Company”) announces it has entered into an agreement to earn an interest in up to four sections of land in the Westlock area of Alberta.

The Company will earn a 20% working interest in one section of land, with an option to earn an interest in three additional sections of land located in the Westlock area of Alberta by participating in the drilling of a well. It is expected that the well will be drilled in the first quarter of 2003 subject to rig availability and surface access. The well will be drilled to the Mannville zone at a depth of approximately 1,000 metres. The Company will earn 20% working interest before payout and 12% working interest after payout. There is gas production from the Mannville zone in the area and offsetting wells indicate the presence of the Mannville zone on logs. The estimated cost to the Company to drill, case, complete and tie-in the well is \$125,000.

The Company also announces a flow through private placement of up to 500,000 units at a price of \$0.12 per unit for proceeds of \$60,000. Each unit is comprised of one flow-through share and one two-year share purchase warrant exercisable at \$0.16 per share during the first year and \$0.18 per share during the second year.

Completion of the transaction is subject to the applicable approvals.

6. Reliance on Confidential Filing Provisions of the Act

Not applicable.

7. Omitted Information

Not applicable.

8. Senior Officers

For further information contact:

Brian E. Bayley
Telephone: 604-689-1428
Facsimile: 604-681-4692

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 13th day of February 2003.

GROUNDSTAR RESOURCES LIMITED

Per: ***“Sandra Lee”***

(Authorized Signatory)

Sandra Lee, Corporate Secretary

(Print Name and Title)