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

April 25, 2003

3. Press Release

Date of Issuance: April 25, 2003

Place of Issuance: Vancouver, British Columbia

4. Summary of Material Change

The Company announces it has closed its private placement (announced February 13, 2003) of 500,000 units at a price of $0.12 per unit (the "Units") for total proceeds of $60,000.

5. Full Description of Material Change

The Company announces it has closed its private placement (announced February 13, 2003) of 500,000 units at a price of $0.12 per unit (the "Units") for total proceeds of $60,000. Each Unit is comprised of one flow-through common share (the "Shares") and one two year, non-transferable share purchase warrant (the "Warrants"). Each Warrant entitles the holder to purchase one additional common share at a price of $0.16 per share during the first year and at a price of $0.18 per share during the second year.

The Shares and any shares acquired upon the exercise of the Warrants will be subject to restrictions on transfer until August 23, 2003 for the BC residents and until April 24, 2004 for the Ontario resident.

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 28th day of April 2003.

GROUNDSTAR RESOURCES LIMITED

Per: ***"Sandra Lee"***
(Authorized Signatory)

Sandra Lee, Corporate Secretary
(Print Name and Title)