

FORM 51-102F3

Material Change Report

CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Groundstar Resources Limited
Suite 1850, 717-7th Avenue S.W.
Calgary, Alberta T2P 0Z3

Item 2 Date of Material Change

August 18, 2005

Item 3 News Release

Press Release dated August 18, 2005 was disseminated by Canadian News Wire and SEDAR filed with the British Columbia and Alberta Securities Commissions and with the TSX Venture Exchange on that date.

Item 4 Summary of Material Change

Kam Fard, President and Chief Executive Officer of Groundstar Resources Ltd. is pleased to announce the appointment of Darryl J. Raymaker, Q.C. to the Board of Directors of the Company.

Item 5 Full Description of Material Change

Kam Fard, President and Chief Executive Officer of Groundstar Resources Ltd. is pleased to announce the appointment of Darryl J. Raymaker, Q.C. to the Board of Directors of the Company.

Mr. Raymaker, who is a native of Crow's Nest Pass, Alberta, received his Bachelor of Arts and Bachelor of Laws Degrees from the University of Alberta. Upon his Admission to the Alberta Bar in 1964, he entered the private practice of law and has continuously been so engaged in many areas of the law with specific emphasis on litigation and negotiations. He is presently Counsel to the law firm of McNally Cuming Raymaker in the City of Calgary.

Mr. Raymaker has also served as a Member of the Board of the Rockyview and Holy Cross Hospitals as well as City of Calgary Planning Commission. He has also served as a Member and Chairman of the Calgary Police Commission.

He is presently a Director of First Calgary Petroleums Ltd. and the Canada Deposit Insurance Corporation.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Kam Fard, President
Tel: 403.265.2549
Email: *kfard@groundstarresources.com*

Item 9 Date of Report

August 18, 2005