Form 51-102F3
Material Change Report

PART 1 CONTENT OF 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.

Dynamic Resources Corp.
PO Box 370184, Suite 200
Las Vegas, Nevada
89137

Item 2 Date of Material Change

State the date of the material change.

August 19, 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 issued at Calgary, Alberta by Stockwatch.

Item 4 Summary of Material Change

The Corporation announced that it has closed its previously announced private placement by the issuance of a total of 14,000,000 units at $0.05 per unit for total proceeds of $700,000.

In addition, the Company issued 400,000 common shares to an arms-length party as a finder's fee in respect to the recent acquisition of its interest in the Cook Ranch oil and gas prospect. It also issued the 1,000,000 shares recently announced as compensation for the arms-length purchase of the Alan Claim in the Northwest Territories.

Item 5 Full Description of Material Change

The Corporation announced that it has closed its previously announced private placement by the issuance of a total of 14,000,000 units at $0.05 per unit for total proceeds of $700,000. Each unit consists of one common share and warrants exercisable for 2 years at $0.15 per share. Proceeds will be used to fund the Company's costs in respect to its interest in the Cook Ranch well currently in progress, to assist with the development of its mining properties and for general working capital.

2,800,00 of these units were issued at a first closing on June 16, 2005 and have a 4 month hold period expiring on October 17, 2005. The balance have a 4 month hold period expiring on December 18, 2005.

In addition, the Company issued 400,000 common shares to an arms-length party as a finder's fee in respect to the recent acquisition of its interest in the Cook Ranch oil and gas prospect. It also issued the 1,000,000 shares recently announced as compensation for the arms-length purchase of the Alan Claim in the Northwest Territories.

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

If this 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.

Not Applicable.

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 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

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

None.

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 the name of an officer through whom such executive officer may be contacted.

Robert Fedun, President
(604)861-5573

Item 9 Date of Report

August 23, 2005.