

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. **Name and Address of Company**

G W R RESOURCES INC.

5230 Lansdowne Road
Armstrong, BC V0E 1B4

Item 2. **Date of Material Change**

June 7, 2004

Item 3. **News Release**

June 8, 2004 through Canada Stockwatch and Market News

Item 4. **Summary of Material Change**

The Company announces that it has received private placement subscriptions in the total amount of \$399,250.

Item 5. **Full Description of Material Change**

Further to the Company's news release dated May 7, 2004, the Company is pleased to announce that it has received private placement subscriptions in the total amount of \$399,250 and will now make a filing with TSX Venture Exchange under their expedited filing system. The Company anticipates that it will close the private placement shortly.

The proceeds of this private placement will be used to fund the Company's ongoing 2004 Phase 2 drill program on the Company's property near Lac La Hache, B.C.

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

N/A

Item 7. **Omitted Information**

N/A

Item 8. **Executive Officer**

Irvin Eisler, President

Tel: (250) 546-8048

Item 9. **Date of Report**

June 8, 2004

"Irvin Eisler"

(signature)

Irvin Eisler
Name

President
Position