

WESTCHESTER RESOURCES INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

WESTCHESTER RESOURCES INC., 10 King Street East, Suite 1250,
Toronto, Ontario, M5C 1C3.

Item 2. Date of Material Change

January 15, 2007.

Item 3. News Release

The Press Release was sent on January 16, 2007 via CCN Matthews—
Toronto, Ontario.

Item 4. Summary of Material Change

For further information, attached hereto is a copy of the Press Release.

Item 5. Full Description of Material Change

For further information, attached hereto is a copy of the Press Release.

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

Confidentiality is not requested.

Item 7. Omitted Information

No information has been omitted in respect of the material change.

Item 8. Executive Officer

John Tait, President and Chief Executive Officer, 416-628-5905

Item 9. Date of Report

January 16, 2007.



Westchester Resources Announces Special Meeting of Shareholders and Director and Officer Appointments

Toronto, Ontario, January 16, 2007. Westchester Resources Inc. (“Westchester”) (TSX-V:WSR) today announces that it has scheduled a special meeting of shareholders to be held on February 9, 2007. At the meeting, shareholders will be asked to approve (i) the disposition of Westchester’s oil and gas assets, all as more fully described in its news releases dated December 8 and December 14, 2006; and (ii) the change of Westchester’s name to “WSR Gold Inc.”. Westchester is undertaking the sale of its oil and gas assets in order to focus its efforts on mineral exploration on a going-forward basis, and considers the new name to better reflect these new activities of the company.

In connection with the renewed focus of Westchester on mineral exploration activities, Westchester is pleased to announce that, subject to the approval of the TSX Venture Exchange, Mr. John Tait has been appointed as President and Chief Executive Officer of the company. Mr. Tait has over 13 years of experience in the mining exploration business, most recently having served as President and a director of Southern Star Resources Inc. (TSXV:SSR) from 1997 to 2006. Mr. Tait took Southern Star from its inception in 1997 to a market capitalization in December of 2006 of approximately \$325,000,000. Mr. Tait replaces Mr. Kevin O’Connor who has been appointed to the board of directors of Westchester, and will continue his involvement in the company in such capacity.

About Westchester Resources

Westchester is a Canadian junior resource company. Westchester’s shares trade on the TSX Venture Exchange under the symbol “WSR”.

For further information please contact:

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or visit Westchester’s website
at www.westchester.ca

Forward Looking Statements – Certain information set forth in this news release may contain forward-looking statements that involve substantial known and unknown risks and uncertainties. These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of Westchester, including, but not limited to the impact of general economic conditions, industry conditions, volatility of commodity prices, risks associated with the uncertainty of resource and reserve estimates, currency fluctuations, dependence upon regulatory approvals and exploration risk. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements.

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.