

FORM 51-102F3
MATERIAL CHANGE REPORT

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

Tres-Or Resources Ltd. (the “Issuer”)
1934 – 131 Street
White Rock, BC V4A 7R7

Item 2. **Date of Material Change**

June 3, 2004

Item 3. **News Release**

A news release dated June 7, 2004, was disseminated through Stockwatch, Market News, SEDAR and by email to the Tres-Or mail list and is available on the Tres-Or web site at: www.tres-or.com as required under section 7.1 of National Instrument 51–102.

Item 4. **Summary of Material Change**

On June 3, 2004 Tres-Or signed an amending letter expanding the September 20, 2003 Quebec property purchase agreement from the purchase of 180 claims to add an additional 20 claims to the purchase agreement. To purchase the 20 additional claims, Tres-Or has agreed to make an initial cash payment of \$11,000 plus reimburse the staking cost. Tres-Or has committed to fly the recommended heli-borne geophysical survey over the additional claims and on review of the data make a second cash payment of \$12,000 by December 3, 2004 and a final cash payment of \$20,000 by June 3, 2005. All other terms in the September 20, 2003 Purchase Agreement shall be incorporated into the amending letter. The 20 claims will be subject to the same royalty interests.

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

See the attached news release.

The vendors (Norman McBride and Phil Brown) will retain a 2.0% Net Smelter Return (NSR) or Gross Overriding Royalty (GORR). Tres-Or may purchase 1.0% of the NSR or GORR for \$1.0 million at any time prior to commercial production of gold, PGE minerals, base metals, diamonds or any other minerals discovered on the property. Tres-Or also has a First Right of Refusal to buy-back the remaining 1.0% NSR or GORR. In addition and subject to regulatory approval, Tres-Or agrees to deliver 100,000 common shares to the vendors one day prior to commercial production of any mineral discoveries on the claims.

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

Not applicable

Item 7. **Omitted Information**

No information has been omitted on the basis that it is confidential information.

Item 8. **Executive Officer**

To obtain further information contact Laura Lee Duffett, the President of the Issuer, at (604) 541-8376.

Item 9. **Date of Report**

Dated at Vancouver BC, this 7th day of June, 2004.

“Laura Lee Duffett”

Laura Lee Duffett
President

TRES-OR RESOURCES LTD.

Mailing address: 1934 – 131 Street, White Rock, BC, Canada, V4A 7R7

Web Site: www.tres-or.com ? Email: info@tres-or.com

June 7, 2004

TSX Venture: **TRS**

NEWS RELEASE

QUEBEC PROPERTY EXPANDED TO COVER GOLD-BASE METAL TARGETS

Tres-Or Resources Ltd. (“Tres-Or”) is pleased to announce that it has expanded its Quebec properties to include 20 additional claims which cover gold and base metal targets, as well as having diamond potential, defined during the Phase I winter exploration program. The 20 claims are contiguous with Tres-Or’s existing Quebec claims, and cover the extension of a buried volcanic belt over 10 km in strike length which has yielded reported copper, zinc and gold showings in the past. This volcanic belt was highlighted by Tres-Or’s proprietary high-resolution helicopter-borne magnetic and electromagnetic survey flown over the Quebec project in December 2003. This survey was designed primarily to identify kimberlite targets (including Tres-Or’s recent ND-88 kimberlite discovery), but also yielded a significant 5 line conductor consistent with massive sulphides associated with the contact of a buried volcanic belt. This conductor is apparently untested, but previous exploration of the volcanic belt has reportedly yielded mineralized intersections including 0.31% zinc over 6.8 m, 0.7 grams/tonne gold over 3.4 m, as well as 10% pyrrhotite-pyrite over 5 m. from only 300 m. outside the conductor.

Tres-Or’s success in identifying a previously untested conductor suggests the extension of the belt covered by the 20 new claims should also be prospected. In total, the volcanic belt extends over 10 km, and although not mapped at surface due to cover, appears to be related to the Baby Group Proterozoic volcanic package that elsewhere in the region has produced gold and base metals, including the past producer Belleterre Mine. Recommended work includes extending the airborne geophysics, followed by ground geophysics, sampling, mapping and diamond drilling. Geologist Harrison Cookenboo, Ph.D., P.Geo., is the Qualified Person responsible for designing the recommended program.

The 20 new claims are located on the eastern edge of the New Liskeard kimberlite field 6 km southeast of Tres-Or’s Troika kimberlite, and 5 km northwest of the Sudbury Contact Mines Ltd. SC-118 kimberlite discovery, which is currently undergoing delineation drilling. On the western edge of the New Liskeard kimberlite field in Ontario, Sudbury Contact has recently released positive diamond results from their 650 tonne bulk sample of the 95-2 kimberlite pipe.

Tres-Or has expanded on its agreement to purchase a 100% interest in over 8,860 hectares of contiguous claims in the Timiskaming region of Quebec. On June 3, 2004, Tres-Or amended the agreement to include the purchase of 20 additional claims for an initial cash payment of \$11,000 and reimbursement of the staking cost. A work commitment includes the recommended work program prepared by our Independent Geologist.

On completion of the recommended helicopter-borne surveys, but no later than six months after signing the amending letter, Tres-Or will make a second cash payment of \$12,000 and a further final payment of \$20,000 on the anniversary of the signing of the expanded agreement. All terms in the September 2003 Quebec Purchase Agreement shall be incorporated into the amending letter.

**ON BEHALF OF THE BOARD OF DIRECTORS OF
TRES-OR RESOURCES LTD.**

“Laura Lee Duffett”

Laura Lee Duffett
Director

For further information contact:

Laura Lee Duffett, P.Geo. President
Phone: (604) 541-8376 Fax: (604) 541-8926
Brian Biles, Corporate Finance: (604) 329-4421
E-mail: info@tres-or.com Website: www.tres-or.com

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