

**BC FORM 51-102F3
MATERIAL CHANGE REPORT**

1. REPORTING ISSUER

Zarcán International Resources Inc. (the "Company")
Suite #908, 1100 Melville Street
Vancouver, British Columbia V6E 4A6

2. DATE OF MATERIAL CHANGE

June 25, 2004

3. NEWS RELEASE

June 30, 2004

4. SUMMARY OF MATERIAL CHANGE

Shareholders approve to amend the Company's Articles of Continuance, with respect to consolidating the issued and outstanding shares of the Company on up to a ten (10) for one (1) basis. The Shareholders also approved under a special resolution for the disposition of the Company's interest in Mineração DF-II Ltda.

Completion of both transactions are conditional upon the receipt of the TSX Venture Exchange acceptance.

5. FULL DESCRIPTION OF MATERIAL CHANGE

For further details of the material change, refer to the News Release, a copy of which is annexed hereto as Exhibit "A".

**6. RELIANCE ON SUBSECTION 7.1(2) OR (3)
OF NATIONAL INSTRUMENT 51-102**

Not applicable.

7. OMITTED INFORMATION

No information has been omitted in this regard

8. EXECUTIVE OFFICER

Farrokh Elmieh
Suite 908, 1100 Melville Street
Vancouver, B.C. V6E 4E
President & CEO
Telephone: (604) 683-7837

9. DATE OF REPORT

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 30th day of June, 2004.

“Farrokh Elmieh”

Farrokh Elmieh
President & CEO

EXHIBIT “A”
ZARCAN INTERNATIONAL RESOURCES INC.

TRADING SYMBOL TSX VENTURE EXCHANGE – ZRI
Last Trade: \$0.045

NEWS RELEASE

FOR IMMEDIATE RELEASE

June 30, 2004

SHAREHOLDERS APPROVE
SHARE CONSOLIDATION AND
DISPOSITION OF MINERAÇÃO DF-II LIMITADA

Vancouver, British Columbia, Canada – The management of Zarcán International Resources Inc. (the “Company”) wishes to announce that at the Company’s Annual General and Special Meeting of Shareholders held on June 25, 2004, shareholders approved to amend the Company’s Articles of Continuance, with respect to consolidating the issued and outstanding shares of the Company on up to a ten (10) for one (1) basis. The Shareholders also approved under a special resolution for the disposition of the Company’s interest in Mineração DF-II Ltda.

Completion of both transactions are conditional upon the receipt of the TSX Venture Exchange acceptance.

Zarcán International Resources Inc. is a Canadian mineral exploration company incorporated in British Columbia, Canada with its head office in Vancouver, British Columbia, with interests in properties located primarily in Iran and Brazil. The Company’s common shares trade on the TSX Venture Exchange under trading symbol ZRI. The Company aims to identify low-cost mining projects internationally and acquire advanced stage projects predominantly in the precious and base metal sectors.

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

“Farrokh Elmieh”

Farrokh Elmieh
President & CEO

For further information contact:

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NOTE: If you prefer to receive Zarcán’s news through e-mail, please e-mail us at info@zarcán.com