

FORM 53-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Gold Star Resources Corp
1128-789 West Pender Street
Vancouver, BC, V6C 1H2

2. **Date of Material Change**

January 15, 2006

3. **News Release**

The Press Release dated January 15, 2007 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**

The Company announced a private placement of 5,200,000 units at \$0.17 per unit. Each unit will consist of 1 common share and one common share purchase warrant.

5. (a) **Full Description of Material Change**

See attached press release dated January 15, 2007

(b) **Disclosure for Restructuring Transaction**

Not Applicable

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

Not Applicable

7. **Omitted Information**

Not Applicable

8. **Executive Officer**

Casey Forward, President

9. **Date of Report**

January 15, 2007

Schedule A

PRIVATE PLACEMENT

January 15, 2007, Vancouver, BC: Gold Star Resources Corp. (the "Company") (GXX.H - TSX Venture) announces a private placement of 5,200,000 units at \$0.17 per unit. Each unit will consist of 1 common share and one common share purchase warrant. Each warrant will entitle the holder to purchase one additional share of the Company at a price of C\$0.23 for a period of 1 year. A Commission of 7.5% is payable on any placements to arms-length parties.

**ON BEHALF OF THE BOARD OF DIRECTORS
GOLD STAR RESOURCES CORP.**

"Casey Forward"
Casey Forward, President

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