

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

Skeena Resources Limited
Suite 611, 675 West Hastings Street
Vancouver, B.C.
V6B 1N2

Item 2. Date of Material Change

May 16, 2007

Item 3. News Release

A News Release dated May 16, 2007 was disseminated to Market News, Financial Post, Canada Stockwatch, Kitco, SEDAR and e-mailed to brokers and shareholders.

Item 4. Summary of Material Changes

A summary of the nature and substance of the material change is as follows:

Skeena proposes Flow – Through Financing

Item 5. Full Description of Material Change

The Issuer proposes to raise up to \$250,000 through the issuance of flow-through Units. Each unit will be sold at a price of \$0.45 per share and will consist of one flow-through share and one half of a non flow-through share purchase warrant. Each full warrant will be exercisable into one common share of the Company at an exercise price of \$0.75 for a period of one year.

This non-brokered financing is subject to regulatory approval and finders' fees may be paid to accredited agents on that portion of the funds raised by third parties. The shares issued under this financing will be subject to a hold period of four months plus one day from the date of closing of the offering.

The proceeds from this financing will be used to advance the Company's 100% owned, 5,000 hectare Blackhorn Property located in the eastern margin of the Pacific Ranges of the Coast Mountains of west-central BC, 40 km. south-southwest of the settlement of Tatla Lake. The claims cover a number of high-grade, gold-bearing, quartz-carbonate veins and base metal showings (copper and nickel sulphides) in a complex setting of imbricate thrust sheets of Mesozoic volcanics and sediments and Late Cretaceous to Early Tertiary intrusives. The most significant of the showings are hosted within a band of schistose rocks along the 4.5 km long Blackhorn Trend.

This unit hosts the Blackhorn Vein which is reported to average a cut value of 34.7 g/t Au (plus high concentrations of silver, lead, zinc and copper) over an average width of 0.43 m for a length of 51.7 m in an underground drift. At the Homestake Mine, at the south end of the Blackhorn Trend, reports from the late 1930's noted a narrow quartz vein which assayed up to 1.47 oz/ton Au. This structure also hosts the Hunting Lodge, Galena and Milk Can Showings further to the north, and the HW zone, a poorly exposed quartz stockwork occurrence from which a series of historical grab samples yielded an average of 21 g/t Au with minor silver and copper values. In another area 2.5 km farther east, the Champagne and Lori Showings consist of numerous, un-sourced, well-mineralized boulders of sulphide-bearing, quartz-carbonate veins assaying from 1 to 89 g/t Au in an area of poor bedrock exposure (BC Government assessment files and Minister of Mines reports). Additionally, a number of regional stream sediment geochemical anomalies, up to 407 ppb Au, warrant further investigation. A field program will commence in late June.

The qualified person responsible for review of the technical aspects of this news release is J. R. Allan, P.Geol., president and CEO of the Company.

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

Not applicable.

Item 7. Omitted Information

Not applicable

Item 8. Executive Officer

For further information, please contact Rupert Allan at **(604) 684-8725**.

DATED this 16th day of May in the year 2007 in the City of Vancouver, in the Province of British Columbia.

"Rupert Allan" (Signed)

Rupert Allan
President