

**Form 51-102F3
Material Change Report**

1. Name and Address of Company

Welwyn Resources Ltd.
650, 101 – 6th Avenue SW
Calgary, AB T2P 3P4

2. Date of Material Change

April 15, 2005

3. News Release

April 15, 2005 via CCN Matthews

4. Summary of Material Change

Welwyn Resources Ltd. has granted incentive stock options to certain directors, officers and consultants on April 15, 2005.

5. Full Description of Material Change

Welwyn Resources Ltd. ("Welwyn") has granted incentive stock options to certain directors, officers and consultants on April 15, 2005. The stock options have been issued pursuant to Welwyn's Stock Option Plan dated May 17, 2004. The options allow for the purchase of up to 2,350,000 shares of Welwyn at a purchase price of \$0.75 per share for a five-year period ending April 15, 2010.

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

N/A

7. Omitted Information

N/A

8. Executive Officer

Jeff Chisholm, President and CEO
Phone: 403-294-1770

9. Date of Report

April 18, 2005