

FORM 53-901F
MATERIAL CHANGE REPORT
UNDER SECTION 85(1) OF THE SECURITIES ACT
AND SECTION 151 OF THE SECURITIES RULES

ITEM 1. REPORTING ISSUER

SYDNEY RESOURCE CORPORATION
328 – 550 Burrard Street Vancouver BC, V6C 2B5
Telephone: (604) 685-8311 Facsimile: (604) 685-1682

ITEM 2. Date of Material Change May 5, 2006

ITEM 3. PRESS RELEASE

The Issuer issued a press release at Vancouver, BC dated May 5, 2006 to the TSX-V.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it has agreed to a non-brokered private placement of up to 12,190,476 units (the “Units”) of the Company at a price of \$0.42 per Unit for gross proceeds of up to \$5,120,000.00.

ITEM 5. Full Description of Material Change

See News Release dated May 5, 2006.

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

ITEM 7. OMITTED INFORMATION N/A

ITEM 8. SENIOR OFFICERS

The following senior officer of the Issuer is knowledgeable about the material change and may be contacted by the Commission at the following telephone number:

Darin W. Wagner – President & Director Phone: (604) 685-8311

ITEM 9. STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein. Dated at Vancouver, British Columbia this 5th day of May 2006.

Sydney Resource Corporation

Darin W. Wagner,
President & Director