

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Buffalo Gold Ltd. ("Buffalo" or the "Company")
Suite 300, 1055 West Hastings Street
Vancouver, BC V6E 2E9

Item 2 Date of Material Change

May 30, 2006

Item 3 News Release

A press release was issued on May 30, 2006, at Vancouver, B.C.

Item 4 Summary of Material Change

1. Buffalo has appointed Brian McEwen, P.Geol., as the President and Chief Operating Officer.
2. Buffalo has granted incentive stock options entitling the purchase of up to 429,000 shares at a price of USD\$0.85 per share until May 30, 2011

Item 5 Full Description of Material Change

Buffalo is pleased to announce that Brian McEwen, P.Geol., has been appointed as the President and Chief Operating Officer of Buffalo Gold.

Mr. McEwen is a mining geologist with more than 25 years of exploration and production experience in open-pit and underground mining properties and operations throughout the world. His project experience includes project management, economic evaluations, reserve evaluations, mine planning, and detailed geology for various gold, copper, lead, zinc, industrial minerals, coal and oil sands companies.

Buffalo's CEO, Damien Reynolds, welcomed Mr. McEwen saying "Buffalo is very pleased to have a man of Brian McEwen's experience and stature in the industry to take over from the late John Tully. Brian will lead Buffalo's exploration and development of its burgeoning mineral property portfolio as we continue to build shareholder value and expand our asset base".

Buffalo also reports that it has, subject to regulatory approval, granted incentive stock options entitling the purchase of up to 429,000 shares at a price of USD\$0.85 per share until May 30, 2011.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Damien Reynolds, Chairman of the Board at (604) 685-5492.

Item 9 Date of Report

June 1, 2006

BUFFALO GOLD LTD.

Per: ***Damien Reynolds***

**Damien Reynolds,
Chairman of the Board of Directors**