FORM 51-102F3

Material Change Report

Item 1. Name and Address of Company

Western Prospector Group Ltd. (the "**Company**")
1205 - 675 West Hastings Street
Vancouver, British Columbia
V6B 1N2

Item 2. Date of Material Change

June 11, 2007

Item 3. News Release

A press release was issued June 12, 2007 via Marketwire.

Item 4. Summary of Material Change

The addition of four new independent directors was approved at the Company's Annual General Meeting held on June 11, 2007. The new board members are: Bobby E. Cooper; Thomas H. Parker, Felix Pardo and Charlie Pullin. The new directors will join existing members Ken deGraaf, Eric Bohren, and John S. Brock on the Company's board of directors.

Item 5. Full Description of Material Change

5.1. Full Description of Material Change

See News Release attached.

5.2 Disclosure for Restructuring Transactions

Not applicable

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

John S. Brock, President and Chief Executive Officer (business telephone number 604-687-4951) is the officer of Western Prospector Group Ltd knowledgeable about the details of this material change report.

Item 9. Date of Report

June 12, 2007

WESTERN PROSPECTOR GROUP LTD.

1205 – 675 West Hastings Street
Vancouver, BC V6B 1N2
Tel.: 604.687.4951 | Fax: 604.687.4991

Press Release #07-08 **TSX Venture Symbol: WNP**
June 12, 2007

ANNUAL GENERAL MEETING, NEW BOARD MEMBERS

Western Prospector Group Ltd. (the "Company") wishes to announce that at its Annual General Meeting held yesterday, the board of directors was strengthened with the addition of four new independent directors.

The new directors will join existing members Ken deGraaf, Eric Bohren, and John S. Brock on the Company's board of directors.

The new board members and their backgrounds are described below:

- Bobby E. Cooper: CEO of Platinum Diversified Mining Inc. He formerly served as President and CEO of Kennecott Corporation, a major North American mining company with gold, silver, copper, zinc, coal and diamond properties;
- Thomas H. Parker: President and CEO of Gold Crest Mines, Inc. He was formerly the President and CEO of High Plains Uranium, Inc., and an Executive Vice President of Anderson & Schwab, Inc., a New York based mining consulting firm;
- Felix Pardo: a Trustee of Newalta Income Fund and a Director of Newalta Corporation. He was formerly Chairman and CEO of Dyckerhoff Inc., a US cement producer, and President and CEO of Ruhr American Corporation, a coal producer;
- Charlie Pullin: Vice President and CFO of Viskase Companies, Inc. He holds an MBA and CPA.

John S. Brock will continue to serve as the Company's President and CEO and Wayne J. Roberts will continue to serve as the Company's Senior Vice President. Along with existing management, new board members, with strong backgrounds in development and operation of mining projects as well as the uranium industry, will strengthen the Company's ability to further advance the Saddle Hills Uranium Project to a production decision in 2008.

The Company extends its thanks to Messrs. R. E. Gordon Davis, C. Douglas Proctor, Davis R. Reid and Wayne J. Roberts for their past contribution as directors during the exploration phase, and looks forward to the continuing development of the business plan under the stewardship of the new board.

BY ORDER OF THE BOARD OF DIRECTORS

"John S. Brock"

John S. Brock
President and CEO

For further information:

- Blaine Monaghan, Manager, Investor Relations: 604-687-4951; toll free 1-800-403-2988; email ir@badgerandco.com
- www.westernprospector.com
- www.sedar.com

Litigation:

In the news release of March 3, 2006, the Company advised that a lawsuit naming it as a defendant has been commenced in the Supreme Court of British Columbia, in which the plaintiff, Maximum Ventures, Inc., is seeking, among other things, a declaration that the Company holds certain of its material Mongolian properties, including a portion of the Saddle Hills Uranium interests, in trust for Maximum. The Company is of the view that Maximum's allegations against it are without foundation or merit and, as previously noted, will vigorously defend the action and take all appropriate steps to protect its interests. In this regard a trial date has been set for November 5, 2007. Additional information on this issue is available at the Company's website at www.westernprospector.com.

Forward-Looking Information:

This release includes certain statements that may be considered "forward-looking statements". All statements in this release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking statements. Such statements are identified in this release by the use of words such as "will" and "expects" as well as the use of the future or conditional tense. Forward-looking statements in this document include statements regarding future production, reserve or resource potential, and future exploration and development plans (including the Company's 2007 Work Plan). Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward looking statements include market prices, exploitation and exploration successes, and continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. These statements are based on a number of assumptions, including assumptions regarding general business and economic transactions and exploration and development programs on reasonable terms, the ability of third-party services providers to deliver services in a timely manner, and the reliability of information provided to the Company by third parties. The Company does not assume any obligation to update or revise its forward-looking statements, whether as a result of new information, future events or otherwise.