Form 51–102F3

Material Change Report

Item 1 Name and Address of Company

Journey Resources Corp.
1208 – 808 Nelson Street
Vancouver, B.C. V6Z 2H2

Telephone:(604) 633-2442

Item 2 Date of Material Change

June 13, 2007

Item 3 News Release

News Release dated June 27, 2007 was filed on SEDAR and disseminated on June 26, 2007.

Item 4 Summary of Material Change

Journey Resources Corp. (the "Company") has fulfilled all of its obligations under an amended mineral claim option agreement dated November 30, 2005 between Journey, Roxgold Inc. (formerly Wave Exploration Corp.) and Wave Mining Inc. (the "Option Agreement") and has exercised its option to acquire a 100% interest in and to certain mineral claims comprising the Musgrove Creek Project.

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

As previously announced in a news release dated June 1, 2007, Journey negotiated an amendment to the Option Agreement, whereby the Company could expedite its obligations to earn a 100% right, title and interest in the Musgrove Creek Project. The Company received regulatory approval on June 12, 2007 and has subsequently made final payment in the amount of CDN$25,000 cash and 75,000 common shares of its capital to Roxgold Inc., rather than the original payment of CDN$150,000 in cash on or before November 30, 2007.

The Musgrove Creek Property consists of 46 contiguous, unpatented mining claims located in the Cobalt Mining District of Lemhi County, approximately 25 miles from Salmon, Idaho and covers nearly 1,000 acres of gentle to steep terrain that is road accessible.

The Musgrove deposit has been intersected over a strike length of 400 metres, a width of 110 metres and to a depth of 150 metres. The NI 43-101 Inferred Mineral Resource estimate at the Musgrove deposit is 8 million tonnes at 1.22g/t Au (0.036 oz/t) at a gold cut-off: 0.8 g/t (0.023 ounces per English ton). This is equivalent to 9,761 kg (313,822 oz) of gold at zero dilution (D. Makepeace, P.Eng, 2004). Previous exploration and the current resource evaluation indicate that the Musgrove deposit is open along strike in both directions and "down-the-dip".

The 2007 Plan of Operations, as submitted and accepted by the US Department of Agriculture, US Forest Service, includes soil sampling, geological mapping, and the diamond drilling of 9 holes for approximately 7,500 feet in total length.

Planned drilling will include reopening 4,700 feet of additional drill roads, the construction of 9 new drill pads and the drilling of 9 holes, 7,500 feet in total length. The drilling will test the main portion of the Ostrander Creek gold-in-soil anomaly delineated in 2004. Drilling will be accomplished using a newly acquired skid mounted Hydracore 2000 diamond drill owned by the Company. The purpose of the drill program is to assist in defining the mineralized zone(s), with the objective of increasing the mineral resource and advancing the project toward a feasibility study and eventual production.

Item 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

None

Item 8 Executive Officer

Jatinder (Jack) Bal, Director
Telephone: (604) 633-2442

Item 9 Date of Report

June 28, 2007

Jatinder (Jack) Bal, Director