

MATERIAL CHANGE REPORT

UNDER SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA) (FORM 53-901F)
UNDER SECTION 146(1) OF THE *SECURITIES ACT* (ALBERTA) (FORM 27)
UNDER SECTION 75(2) OF THE *SECURITIES ACT* (ONTARIO) (FORM 27)
AND UNDER SECTION 81(1) OF THE *SECURITIES ACT* (NOVA SCOTIA) (FORM 20)

1. **Reporting Issuer:**

Goose River Resources Ltd. (the "Corporation")
1420, 333 - 5 Avenue S.W.
Calgary, Alberta T2P 4W8

2. **Date Of Material Change:**

October 8, 2003

3. **Press Release:**

On October 8, 2003, a news release was issued and disseminated through CCN Matthews in respect of the material change described in this report.

4. **Summary Of Material Change:**

Goose River Resources Ltd. announces that it has completed a prospectus offering of 9,090,909 flow-through shares at \$0.55 per share, for aggregate gross proceeds of \$5 million.

5. **Full Description Of Material Change:**

Goose River Resources Ltd. announced today that it has completed a prospectus offering of 9,090,909 flow-through shares at \$0.55 per share, for aggregate gross proceeds of \$5 million. First Associates Investments Inc. acted as agent for this fully subscribed financing. The offering was sold in British Columbia, Alberta, Ontario and Nova Scotia.

The proceeds of the offering will be used to fund Goose River's exploration program for the balance of 2003 and into 2004.

6. **Reliance on Section 146(2) of the *Securities Act* (Alberta), Section 85(2) of the *Securities Act* (British Columbia), Section 75(3) of the *Securities Act* (Ontario):**

Not applicable.

7. **Omitted Information:**

None.

8. Senior Officers:

Curtis A. Hartzler
President and Chief Executive Officer
Phone: (403) 263-4310
Fax: (403) 263-4368

Leonard Arcovio
Vice President and Chief Financial Officer
Phone: (403) 263-4310
Fax: (403) 263-4368

9. Statement Of Senior Officer:

The foregoing accurately discloses the material change referred to herein.

DATED at Calgary, Alberta this 8th day of October, 2003.

GOOSE RIVER RESOURCES LTD.

Per: (signed)
Leonard D. Arcovio
Vice President and Chief Financial Officer

IT IS AN OFFENCE UNDER THE SECURITIES ACT AND THE SECURITIES REGULATIONS FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATIONS THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION