FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. **Name and Address of Company**

Gold Reach Resources Ltd.
PO Box 10351
888-700 West Georgia Street
Vancouver, B.C.
V7Y 1C5

Telephone: (604) 718-5454
Fax: (604) 646-2054

Item 2. **Date of Material Change**

June 5, 2006

Item 3. **Press Release**

The date of the press release issued pursuant to Section 7.1 of National Instrument 51-102 with respect to material change disclosed in this report is June 6, 2006. The press release was issued in Vancouver, B.C.

Item 4. **Summary of Material Change**

Amending Seel Property Agreement.

Item 5. **Full Description of Material Change**

June 5, 2006 - Vancouver, BC – Gold Reach Resources Ltd. (TSX.V: GRH) (the "Company") plans to conduct a Phase III Summer work program on the Seel Property and therefore wishes to amend the terms of the original agreement dated December 9, 2005 with Consolidated Abaddon Resources Inc. (TSX.V: ABN) ("Consolidated Abaddon"). The Letter Agreement currently states that the Company may buy back Consolidated Abaddon's 10% interest in exchange for the issuance of 500,000 shares. The parties wish to amend the agreement to provide that the Company be granted a right to buy back Consolidated Abaddon's interest in exchange of 650,000 shares should Consolidated Abaddon contribute its proportionate share (i.e. 10%) to the cost of a Phase III exploration program, subject to regulatory acceptance.

Item 6. **Reliance on Section 7.1(2) or (3) of National Instument 51-102**

N/a

Item 7. **Omitted Information**

N/a

Item 8. **Senior Officers**

The following executive officer of the Company is knowledgeable about the material change disclosed in this report.

Conrad Swanson, President and Chief Executive Officer (604) 718-5454

Item 9. **Date of Report**

June 5, 2006.