

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Gold Reach Resources Ltd.
888-700 West Georgia Street
Vancouver, B.C.
V7Y 1G5

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

Item 2. Date of Material Change

May 30, 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 May 30, 2006. The press release was issued in Vancouver, B.C.

Item 4. Summary of Material Change

Private Placement.

Item 5. Full Description of Material Change

The Board of Directors of Gold Reach Resources Ltd. (the "Company") have negotiated a non-brokered private placement of 7.0 million flow-through units at a price of \$0.12 per unit, (the "Flow-Through Units"), and 1.0 million non-flow-through units at a price of \$0.10 per unit, (the "Non-Flow-Through Units").

The Flow-Through Units will consist of one flow-through common share and one-half of one non-transferable share purchase warrant with each whole warrant exercisable into one non-flow-through common share at a price of \$0.15 for a period of eighteen months from the date of closing. The flow-through shares will qualify for additional tax benefits for BC residents.

The Non-Flow-Through Units will consist of one non-flow-through common share and one non-transferable share purchase warrant exercisable into one non-flow-through common share at a price of \$0.15 for a period of 24 months from the date of closing.

The net proceeds from the placement will be used for general working capital and to conduct additional geophysics and drilling on the copper-gold-molybdenum porphyry system and on the Damascus Silver Vein located on the Seel Property. The Seel Property is located 120km south of the town of Houston, BC and is 8km east of the Huckleberry Mine.

Item 6. Reliance on Section 7.1(2) or (3) of National Instrument 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, 604-718-5454

Item 9. Date of Report

May 30, 2006..