

FORM 27
Securities Act

MATERIAL CHANGE REPORT

Section 75(2) of the *Securities Act* (Ontario)
Section 67(1) of the *Securities Act* (British Columbia)
Section 146(1) of the *Securities Act* (Alberta)

Item 1 **Item 1 Reporting Issuer:**

Mustang Resources Inc. (“Mustang”)
101 - 10th Street N.W.
Calgary, AB
T2N 1V4

Item 2 **Date of Material Change:**

June 17, 2003.

Item 3 **News Release:**

A news release was issued on June 17, 2003. A copy of the press release is attached hereto.

Item 4 **Summary of Material Change:**

Mustang closed a bought deal private placement of 3.1 million Class A shares at a price of \$1.95 per share for gross proceeds of \$6,045,000. The underwriting syndicate for the private placement was co-led by Griffiths McBurney & Partners and FirstEnergy Capital Corp. and also included Tristone Capital Inc. and Yorkton Securities Inc. The shares will be subject to a four-month hold period.

Proceeds from the offering will be used to finance Mustang’s ongoing development and exploration activity and for general corporate purposes.

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

See attached Press Release dated June 17, 2003.

Item 6 **Reliance on Section 146(2) of the Securities Act**

N/A

Item 7 **Item 7 Omitted Information**

N/A

Item 8 **Item 8 Senior Officers:**

The name and telephone number of a senior officer of Mustang who is knowledgeable about the Material Change referred to above is:

Mr. Darcy Anderson
Chief Financial Officer

(403) 283-8990

Item 9

Statement of Senior Officer:

The foregoing accurately discloses the material change referred to in this report.

DATED at Calgary, Alberta, this 17th day of June, 2003.

MUSTANG RESOURCES INC.

By: "Darcy Anderson"

Darcy Anderson
Chief Financial Officer



Mustang Resources Inc.

PRESS RELEASE - FOR IMMEDIATE RELEASE

(Stock Symbol "**MUS.A & MUS.B**" – TSX Venture Exchange)

Mustang Resources Inc. Announces Closing Of \$6 Million Bought Deal Private Placement

Calgary, Alberta – June 17, 2003 – Not for Distribution to United States Newswire Services or for Dissemination in the United States.

Mustang Resources Inc. ("Mustang" or "the Company") is pleased to announce that it has closed its previously announced bought deal private placement of 3.1 million Class A shares at a price of \$1.95 per share for total gross proceeds of \$6,045,000. The underwriting syndicate for the private placement was co-led by Griffiths McBurney & Partners and FirstEnergy Capital Corp. and also included Tristone Capital Inc. and Yorkton Securities Inc. The shares will be subject to a four-month hold period. Proceeds from this offering will be used to finance Mustang's on-going development and exploration activity and for general corporate purposes.

After completion of this equity financing, Mustang has 11,063,001 Class A and 738,540 Class B shares issued and outstanding.

For further information, please contact:

Richard Todd, President and C.E.O. or Darcy Anderson, Chief Financial Officer at Phone: (403) 283-8990 or Fax: (403) 521-5284; www.mustangresources.com

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.