

**FORM 51-102F3  
Material Change Report**

**MATERIAL CHANGE REPORT UNDER SECTION 7.1(2) OR (3) OF  
NATIONAL INSTRUMENT NO. 51-102**

**Item 1.                    Reporting Issuer**

Uranium City Resources Inc.  
4 Al Wende Avenue  
P.O. Box 546  
Kirkland Lake, ON  
P2N 3J5

**Item 2.                    Date of Material Change**

A material change took place on **May 2, 2007**

**Item 3.                    Press Release**

On **May 2, 2007**, a news release in respect of the material change was disseminated through Canada Stockwatch, Market News and CNW Group, Canadian Disclosure Network.

**Item 4.                    Summary of Material Change**

The material change is described in the Company's press release attached hereto as Schedule "A", which press release is incorporated herein.

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

No information other than that provided in Item 4 above is presently available.

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

The report is not being filed on a confidential basis.

**Item 7.                    Omitted Information**

No information has been omitted.

**Item 8.                    Executive Officer**

Robert J. Kasner, President & CEO

**Item 9.                    Date of Report**

DATED at Kirkland Lake, in the Province of Ontario, this **2<sup>nd</sup>** day of **May, 2007**

**“ROBERT J. KASNER”**

Per:     Robert J. Kasner

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President & CEO

## Schedule "A"

Not for distribution to U.S. Newswire Service or for Dissemination in the United States

### URANIUM CITY RESOURCES INC. ANNOUNCES PRIVATE PLACEMENT OFFERING

**KIRKLAND LAKE, Ontario, MAY 2, 2007** - Uranium City Resources Inc. ("UCR" or the "Company") (TSX-V: UCR) announces that it has entered into an agreement to raise up to \$4,000,000 (the "Offering") by way of a brokered private placement with Evergreen Capital Partners Inc. and First Canadian Securities, a division of Limited Market Dealer Inc., as co-lead agents (the "Lead Agents"), on a best efforts basis. The Offering will consist of the issuance of up to 2,040,816 units of the Company (each, a "Unit") at a price of \$0.49 per Unit (the "Unit Issue Price") and up to 5,660,377 "flow-through" units of the Company (each, a "Flow-Through Unit") at a price of \$0.53 per Flow-Through Unit (the "Flow-Through Unit Issue Price").

Each Unit will be comprised of one common share and one common share purchase warrant (each, a "Warrant"). Each Flow-Through Unit will be comprised of one "flow-through" common share and one Warrant. Each Warrant will entitle the holder thereof to purchase one common share of the Company at a price of \$1.00 for the first 12-month period following the closing of the Offering and at a price of \$1.25 for the second 12-month period following the closing of the Offering.

The Lead Agents will be entitled to be paid, in the aggregate, a cash commission equal to 7% of the aggregate gross proceeds raised under the Offering. The Company will also grant to the Lead Agents non-assignable warrants (the "Agent Warrants") representing 9% of the number of Units and Flow-Through Units sold under the Offering. Each Agent Warrant will entitle the holder thereof to purchase one unit of securities of the Company (each, an "Agent's Unit") at the Unit Issue Price for a 24-month period following the closing of the Offering. Each Agent's Unit will be comprised of one common share and one full common share purchase warrant.

In addition, the Company has granted to the Lead Agents an option (the "Agents' Option") to place up to an additional 50% of the number of units and "flow-through" units, identical in all respects to the Units and Flow-Through Units, respectively, and priced at the Unit Issue Price and the Flow-Through Unit Issue Price, respectively, for additional aggregate gross proceeds of up to approximately \$2,000,000, upon the terms and conditions of the Offering. The Agents' Option may be exercised at any time on or before two days prior to the closing date for the Offering by notice in writing to the Company.

The Offering is expected to close on or about May 24, 2007 or such other date as the Company and the Lead Agents may agree and is subject to regulatory approval.

The proceeds of the Offering will be used for the exploration of the Company's uranium projects in Saskatchewan and for general corporate purposes.

The securities offered have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer of securities for sale in the United States or Canada or the solicitation of an offer to buy securities in the United States or Canada, nor shall there be any sale of the securities in any jurisdiction or state in which such offer, solicitation or sale would be unlawful.

Forward looking statements:

Certain information in this news release contains forward-looking statements that are based on the Company's current expectations and events that the Company believes, expects or anticipates will or may occur in the future (including, without limitation, statements regarding the proposed Offering and the Company's plans with respect to the exploration and development of its properties). Forward-looking statements are frequently characterized by words such as "plan," "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words or statements that certain events or conditions "may" or "will" occur, and include, without limitation, statements regarding future plans and objectives of the Company. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause actual events or results to differ materially from estimated or anticipated events or results implied or expressed in such forward-looking statements. Factors that could cause such differences include changes in world metal markets and equity markets, changes to regulations affecting the Company's activities, uncertainties relating to the availability and costs of financing needed in the future, the uncertainties involved in interpreting drilling results and other ecological data, delays in the development of projects and the other risks involved in the mineral resource exploration and development industry. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein.

For further information please contact:

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**The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this news release.**