

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Canstar Resources Inc.
Suite 306
2 Toronto Street
Toronto, Ontario
M5C 2B6

Item 2 Date of Material Change

June 7, 2005

Item 3 News Release

The press release attached as Schedule A was released over Filing Services Canada on June 7, 2005.

Item 4 Summary of Material Change

The material change is described in the press release attached as Schedule A.

Item 5 Full Description of Material Change

The material change is described in the press release attached as Schedule A.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Kevin M. Keough
President
Canstar Resources Inc.
613-839-2684

Item 9 Date of Report

June 7, 2005

Canstar\Press Releases\MCR.Jun.07.05.doc

Schedule A

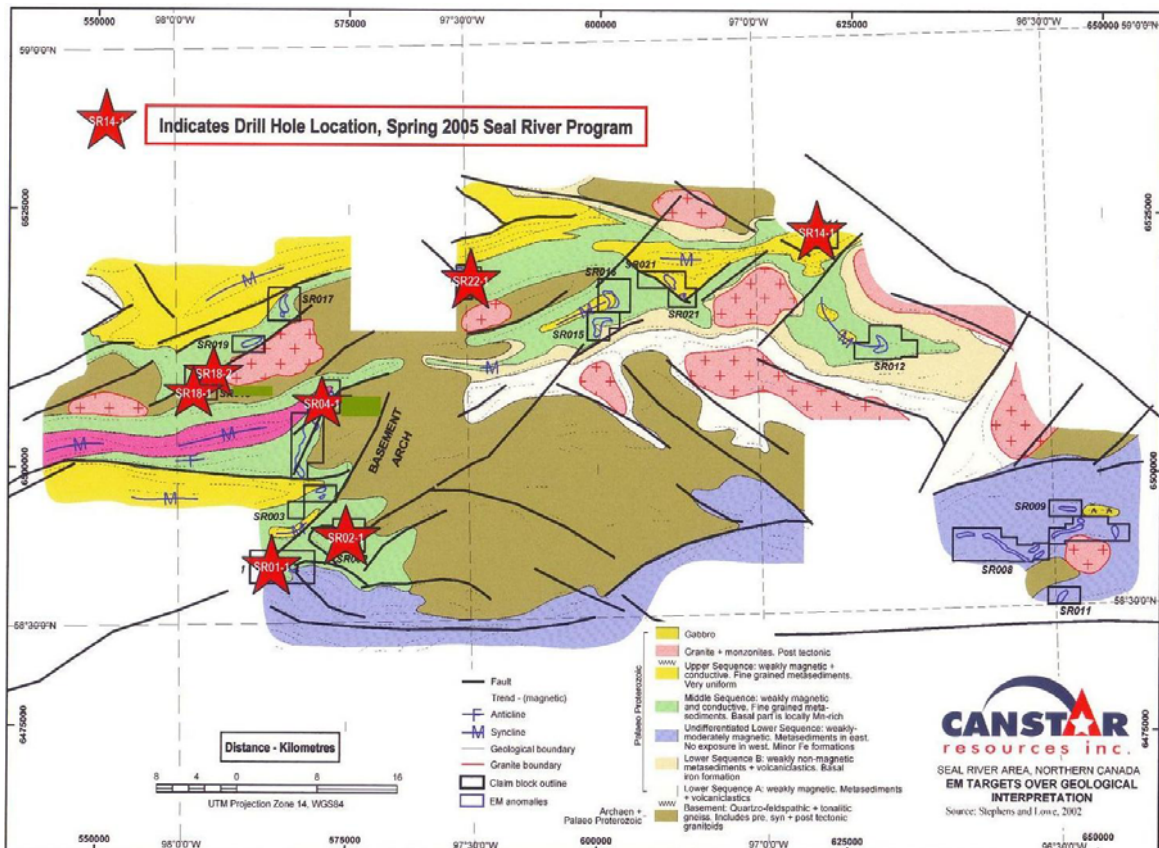
Press Release 13 – 2005

June 7 2005

Seal River Drilling Intersects Sulphides, Anomalous Zinc

The directors of Canstar Resources Inc. (TSX-V: ROX – www.canstarresources.com) report that a program of preliminary, heli-borne exploratory drilling on the Company's Seal River property in northern Manitoba, optioned from BHP Billiton Diamonds Inc. ("BHP Billiton"), has concluded and all assay results have now been received. Previous work had indicated that the Seal River project area is prospective for large tonnage Sediment Hosted Massive Sulphide (SHMS) zinc-silver-lead deposits. The region is also considered prospective for diamondiferous kimberlite. The Spring 2005 drill program was designed to provide the first concrete evidence from this unexplored terrain of basement rock types, stratigraphy, geochemistry and sulphide-hosted base metal mineralization. Disseminated sulphides with semi-massive bands, veinlets and stringers of pyrite-pyrrhotite were identified in six of seven holes drilled, in two instances (SR01-1 and SR14-1) over the entire length of the core (185.92m** and 131.06m respectively). Hole SR14-1, mineralized throughout with disseminated pyrite and pyrrhotite, intersected anomalous zinc from 50.85m to 87.60m, a 0.33 metre interval from 118.87m to 119.20m containing coarsely crystalline sphalerite that assayed 0.61% Zn. No kimberlite was intersected in hole SR02-1. The coincident electro-magnetic (EM) and magnetic anomalies at SR02 were explained by 2-4 cm thick bands and stringers of pyrite-pyrrhotite weakly anomalous in zinc.

Identified on the map below and summarized in the table on page two, six widely separated base metal targets and one target (#SR02) believed to be either kimberlite or base metal were drilled in seven diamond drill holes totaling 1,041.46 metres. The holes were targeted to test coincident magnetic and EM anomalies previously identified through two rounds of airborne geophysics. Core from each hole was examined, logged, and split. Samples for assay purposes were shipped to Accurassay Laboratories of Thunder Bay, Ontario, where 32-element ICP (Inductively Coupled Plasma) + gold analysis were run on each.



Drill Hole Details - Spring 2005 Seal River Drill Program

Hole	Azimuth (degrees)	Dip (degrees)	Length (metres)	Core axis to foliation (degrees)	Target type	Observations
SR01-1	170	-60	185.92	0-10	base metal	Drilled down the plane of the foliation, therefore true width of unit likely significantly less than 185.92 metres. Fine grained tan/brown schist with disseminated pyrite & pyrrhotite and semi-massive sulphide stringers ranging 3-15% over full 185.92 metre of core. No economic intercepts.
SR02-1	N/A	-90	134.10	50-90	kimberlite or base metal	No kimberlite intersected. Bands and stringers of massive sulphides 2-4 cms thick in garnetiferous metasediments.
SR04-1	360	-45	115.82	40-60	base metal	Schists, argillites & siltstones containing narrow bands and cross-cutting veinlets of pyrite and pyrrhotite over an 8-10m interval.
SR14-1	165	-60	131.06	N/A	base metal	Black shaley to gritty argillite mineralized with disseminated sulphides throughout 131.06m length of core and higher sulphide intervals containing sulphide blebs and stringers. Intersected anomalous zinc to 0.08% from 50.85m to 87.60m. A 0.33 metre interval from 118.87m to 119.20m containing coarsely crystalline sphalerite assayed 0.61% Zn.
SR18-1	190	-60	102.72	65-70	base metal	Argillite with bands of pyrite and pyrrhotite grading to metasandstone. Hole bottomed in intrusive.
SR18-2	135	-60	140.20	80-85	base metal	Argillite with locally abundant pyrite occurring in layers, parallel beds and in cross-cutting patches. Sulfide contents up to 8-10% locally.
SR22-1	220	-50	231.64	70-80	base metal	Granite and garnetiferous schist/metasandstone.

Management is disappointed that no economic discoveries have come out of this round of exploratory drilling at Seal River. In the weeks ahead, the partners will further evaluate these results and reflect on possible next steps. In the meantime, Canstar management would like to highlight the following positive program outcomes:

1. The anomalous zinc intercepts in hole SR14-1 and lengthy disseminated sulphide intercepts in holes such as SR01-1** and SR14-1 are encouraging and indicate potential for further sediment-hosted base metal mineralization in the vicinity. BHP Billiton is presently conducting a review of the geochemical assay results to aid the exploratory process.
2. The metasediments over a broad region of the Seal River project area have now been demonstrated to be excellent hosts for sulphide mineralization, and locally, anomalous to strongly anomalous levels of base metals.
3. In light of recent staking of surrounding areas and ongoing diamond exploration activity at Seal River by other companies including DeBeers, Canstar continues to believe the Seal River is prospective for kimberlites. BHP Billiton is presently conducting a detailed review for kimberlite and base metal targets of the newly-acquired AeroTEM electro-magnetic and magnetic data. The results of this assessment should be known within two weeks. With the completion of this drill program, Canstar has met the requirements of its diamond rights option and joint venture agreement with BHP Billiton, and has now earned in to the 51% level on diamond rights over the entire 54,769 hectare Seal River property.

** Hole SR01-1 was drilled along the plane of the foliation. True thickness, which is unknown, is likely less than 185.92m.

Mr. Paul Chamois, P.Geo, Vice President, Exploration, Canstar Resources Inc., has reviewed and approved the technical information in this release.

For additional information please contact Mr. Kevin M. Keough, President, Canstar Resources Inc., Tel: (613) 839-2684, or Mr. Harry J. Hodge, Chairman, Tel: (416) 363-4376.

WARNING: The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein. This News Release includes certain "forward-looking statements". All statements other than statements of historical fact included in this release, including, without limitation, statements regarding potential mineralization and reserves, exploration results, and future plans and objectives of Canstar, are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from Canstar's expectations are exploration risks detailed herein and from time to time in the filings made by Canstar with securities regulators.