

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

Item 1 Name and Address of Company

Kinetex Resources Corporation
#900 - 925 West Georgia St.
Vancouver, British Columbia
V6C 3L2

(the "Company")

Telephone Number: 604-484-5761

Item 2 Date of Material Change

May 5, 2010

Item 3 News Release

The news release was disseminated on May 5, 2010 through MarketWire.

Item 4 Summary of Material Change

it has arranged a non-brokered private placement, subject to approval of the TSX Venture Exchange (the "Exchange"), consisting of up to 3,525,000 common shares of the Company (the "Shares") at a subscription price of \$0.40 per Share, for gross proceeds of up to \$1,410,000 (the "Private Placement").

Item 5 Full Description of Material Change

May 5, 2010 – Vancouver, BC - Kinetex Resources Corporation (TSX-V:KTX) ("Kinetex" or the "Company") announced today that it has arranged a non-brokered private placement, subject to approval of the TSX Venture Exchange (the "Exchange"), consisting of up to 3,525,000 common shares of the Company (the "Shares") at a subscription price of \$0.40 per Share, for gross proceeds of up to \$1,410,000 (the "Private Placement").

All shares issued pursuant to the Private Placement will be subject to a hold period of four months and one day from the date of issue, in accordance with the policies of the Exchange and applicable securities laws.

No Finders' fees will be paid in connection with the Private Placement. Proceeds of the Financing will be used to finance the Company's continuing growth.

This press release, as required by applicable Canadian laws, is not for distribution to US news services, and does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the U.S. Securities Act of 1933 or any state securities laws and may not be offered or sold within the United States unless registered under the U.S. Securities Act of 1933 and applicable state securities laws or an exemption from such registration is available.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Gilbert Schneider, President & CEO
Telephone: 604-484-5761

Dated at Vancouver, British Columbia, this 5th day of May, 2010.

KINETEX RESOURCES CORPORATION

By:

(signed) "Gilbert Schneider"
Gilbert Schneider
Chief Executive Officer