

**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 17, 2010

Item 3 News Release

The news release was disseminated on May 17, 2010 through MarketWire.

Items 4 and 5 – Summary and Full Description of Material Change

The Company announced that it has closed a private placement, previously announced on May 5, 2010, consisting of 3,525,000 common shares of the Company (the "**Shares**") at a subscription price of \$0.40 per Share, for gross proceeds of \$1,410,000 (the "**Offering**").

All shares issued pursuant to the Offering will be subject to a hold period expiring on September 15, 2010, in accordance with the policies of the TSX Venture Exchange and applicable securities laws.

No Finders' fees were paid in connection with the Offering. Proceeds of the Offering will be used to fund the Company's continuing growth.

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 17th day of May, 2010.

KINETEX RESOURCES CORPORATION

By:

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