FORM 52-102F3
MATERIAL CHANGE REPORT

1. **Name and Address of Company**

   Weststar Resources Corp.
   Suite 200-551 Howe Street
   Vancouver, British Columbia V6C 2C2P

2. **Date of Material Change**

   July 20, 2009

3. **Press Release**

   The Press Release dated July 20, 2009 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**
   The Company announced that it has entered into an agreement to acquire a 100% interest in the McKinnon Property, located in Yukon Territory.

5. **Full Description of Material Change**

   See attached press release dated July 20, 2009

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

   Not Applicable

7. **Omitted Information**

   Not Applicable

8. **Executive Officer**

   Mitchell Adam

   604-669-9330

9. **Date of Report**

   July 20, 2009

Schedule "A"

Vancouver, BC – July 20, 2009: Weststar Resources Corp. (TSX-V: WER, FKFRT: HN3) (the "Company") is pleased to announce that it has entered into an agreement to acquire a 100% interest in the McKinnon Property, located in Yukon Territory. The property consists of 66 pending quartz claims encompassing approximately 3,400 acres (1380 ha), located about 60 km northeast of the Underworld Resources Ltd.'s "White Gold" Property, and about 40 km due south of Dawson City, Yukon.

The McKinnon Property encompasses two historic gold occurrences: the McKinnon Prospect (Yukon Minfile 115O-054) and the Fothergill Prospect (Yukon Minfile 115O-054).

Originally staked as the "Britannia" group of claims in 1900, the northerly showing has had significant historic exploration beginning in the early 1900's. This work has included the sinking of several adits and shafts; pitting and trenching; diamond drilling and bulk sampling.

The most significant results include the 1901 shipment of a 1.8 tonne sample, which assayed 3.4 g/t Au, to a Government stamp mill. The original owners of the property reported a number of samples in the range from 3.4 to 10.3 g/t Au.

Within the area, gold mineralization appears spatially related to a Lower Cretaceous conglomerate, which consists of a lower lithic unit and an upper quartzose unit. To date, the known gold mineralization appears restricted to the upper quartzose unit, and is thought to represent a paleo-placer. Extensive silicification and clay alteration also suggest potential for an epithermal origin for the gold mineralization.

The McKinnon Property has been acquired from an arms length party. Acquisition costs are as follows $134,100 and 2,500,000 shares:

- $84,100 paid on signing of the agreement;
- $50,000 cash and 2,500,000 shares of the Company due within five days of TSX Venture Exchange approval of the acquisition;
- the Vendor will retain a three percent Net Smelter Royalty, of which one-third (one percent) can be purchased by the Company for $1,000,000;

The acquisition is subject to TSX Venture Exchange approval.

Weststar will mobilize a field crew to the property, as soon as possible, to initiate a prospecting program and a geochemical survey of the claim block; which will be concurrent with the exploration planned for the Golden Fox Property, located near Underworld Resources "Black Fox" Property.

The technical information in this news release has been prepared in accordance with the Canadian regulatory requirements set out in National Instrument 43-101 and reviewed on behalf of the company by Jody Dahrouge, PGeol, of Dahrouge Geological, a qualified person.

On Behalf of the Board

Mitchell Adam, President
Weststar Resources Corp.