

FORM 51-102F3

**MATERIAL CHANGE REPORT
UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102**

ITEM 1 **NAME AND ADDRESS OF COMPANY**

GOLDEN PREDATOR MINES INC.
#1818 – 701 West Georgia Street
Vancouver, BC V7Y 1C6
(the “Company”)

ITEM 2 **DATE OF MATERIAL CHANGE**

November 4, 2008

ITEM 3 **NEWS RELEASE**

November 4, 2008

ITEM 4 **SUMMARY OF MATERIAL CHANGE**

The Company announced that Springer Mining Company, closed an amendment agreement with Cosgrave Ranch LLC and completed partial payment of an associates promissory note.

ITEM 5 **FULL DESCRIPTION OF MATERIAL CHANGE**

The Company announced that Springer Mining Company, a subsidiary of Golden Predator, has closed an amendment agreement with Cosgrave Ranch, LLC (“Cosgrave”) of Spokane, Washington and completed partial payment of an associated promissory note. The amendment modifies the terms of the acquisition by Springer Mining of certain strategic land, water rights and other assets (the “Assets”) from Cosgrave. The original asset purchase agreement included a promissory note of US\$6.75 million payable July 3, 2013. Pursuant to the amendment agreement, a US\$3 million cash backed Letter of Credit held in favor of Cosgrave was cancelled. US\$2 million of the proceeds have been retained by Golden Predator, the balance of US\$1million has been paid to Cosgrave in addition to 4,728,000 units of Golden Predator having a deemed value of US\$2 million, based on an agreed price of CDN\$0.50, per unit.. Each unit consists of one common share and one-half share purchase warrant exercisable at seventy-five cents (\$0.75) each and exercisable for a period of two years.

As a result of the amendment and partial payment of the promissory note, a principle balance of US\$3.75 million remains payable to Cosgrave.

The shares and warrants will not be and have not been registered under the US Securities Act of 1933, or any US state laws, and may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements.

ITEM 6 **RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102**

N/A

ITEM 7 **OMITTED INFORMATION**

N/A

ITEM 8 **EXECUTIVE OFFICER**

Christine Thomson, Corporate Secretary; Telephone: 604-648-4656

ITEM 9 **DATE OF REPORT**

Dated at Vancouver, B.C. this 4th day of November, 2008.