

Form 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Weststar Resources Corp.
4006 – 1011 West Cordova, Vancouver, BC, V6C 0B2

2. Date of Material Change

January 28, 2011

3. News Release

The Press Release dated January 28, 2011 was disseminated via Market News Publishing and Canada Stockwatch.

4. Summary of Material Change

The Company announced that it has entered into an option agreement to acquire a 100% interest in 27 quartz claims totaling approximately 121.5 hectares in the Dawson Mining District in the Yukon Territory.

5. (a) Full Description of Material Change

See attached press release dated January 28, 2011

(a) Disclosure for Restructuring Transaction

Not Applicable

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

Not Applicable

7. Omitted Information

Not Applicable

8. Executive Officer

Mitch Adam, President and Director, 604-678-5308

9. Date of Report

January 28, 2011

Schedule A

Vancouver, BC – January 28, 2011: Weststar Resources Corp. (TSX-V: WER - FSE: HN3) (the “**Company**”) has entered into an option agreement (the “**Option Agreement**”) with the Vendors to acquire a 100% interest in 27 quartz claims totaling approximately 121.5 hectares in the Dawson Mining District in the Yukon Territory (“the Sunrise Property”). Under the terms of the Option Agreement, Weststar has agreed to pay \$37,000 and issue an aggregate of 2,000,000 shares to the Vendors, subject to receipt of approval of the Option Agreement from the TSX Venture Exchange. Weststar has also agreed to grant the Vendors a 3.0% net smelter royalty, of which 2.0% can be purchased back by Weststar at a price of \$1,000,000 per 1%. Shares issued to the Vendors will be subject to a four month hold period as required in accordance with applicable securities laws.

The Sunrise claims are situated approximately 10km to the northeast of the White Gold area held by Kinross, originally discovered by Underworld Resources. The Company’s Golden Fox Property is situated 20km to the southeast. .

For further info on the Company please visit www.weststarresources.com or email info@weststarresources.com Telephone: 604-678-5308, Toll Free: 1-855-678-5308.

ON BEHALF OF THE BOARD
WESTSTAR RESOURCES CORP.

/s/ Mitchell Adam

Mitchell Adam
President, Director

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