

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

May 3, 2011

3. News Release

The Press Release dated May 3, 2011 was disseminated through Executive Business Services Inc. on the North American circuit with at least 400,000 recipients with portals such as: Bloomberg, Globe Investor, Yahoo, and Market Wire.

4. Summary of Material Change

The Company announced it has arranged, subject to TSX Venture Exchange approval, a non-brokered private placement of 10,000,000 units at \$0.90 per unit for total gross proceeds of \$9,000,000. Each unit will consist of one common share and one half of a transferable share purchase warrant, each whole warrant is exercisable into one additional common share at a price of \$1.50 per share for a period of one year from the date of closing.

5. (a) Full Description of Material Change

See attached press release dated May 3, 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

May 3, 2011

Schedule A

Vancouver, BC – May 3, 2011: Weststar Resources Corp. (TSX-V: WER - FSE: HN3) (the “**Company**” or “**Weststar**”) has arranged, subject to TSX Venture Exchange approval, a non-brokered private placement of 10,000,000 units at \$0.90 per unit for total gross proceeds of \$9,000,000. Each unit will consist of one common share and one half of a transferable share purchase warrant, each whole warrant is exercisable into one additional common share at a price of \$1.50 per share for a period of one year from the date of closing.

Proceeds of the financing will be utilized for the Company’s recently announced La Paloma acquisition in Mexico and for general working capital.

Finders’ fees may be payable in whole or in part on the units issued under the financing, in accordance with TSX Venture Exchange policy.

For further info on the Company please visit www.weststarresources.com or email info@weststarresources.com.

ON BEHALF OF THE BOARD
WESTSTAR RESOURCES CORP.

/s/ Mitchell Adam _____

Mitchell Adam
President, Director

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.