

**AMENDMENT TO
OPTION AND JOINT VENTURE AGREEMENT**

THIS AGREEMENT is dated the 21st day of May, 2008 but to be effective August 23, 2007.

AMONG:

GREAT BEAR URANIUM CORP. (formerly GREAT BEAR RESOURCES LTD., a corporation having its registered office at Suite 1300, 1111 West Georgia Street, Vancouver, British Columbia V6E 4M3

(the "Optionor")

AND:

HILLCREST RESOURCES LTD., a British Columbia corporation having its registered office at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7

(the "Optionee")

WHEREAS:

(A) The parties hereto entered into an agreement made as of the 25th day of June, 2007 (the "Option and Joint Venture Agreement") on the terms and conditions more particular set forth therein;

(B) The parties wish to amend §4.02(b) of the Option and Joint Venture Agreement;
and

(C) The parties wish to ratify the date of issuance of the shares and correct the price of the shares issued to the Optionor pursuant to the terms of the Option and Joint Venture Agreement, such price being inadvertently stated to be \$0.001 per share instead of \$0.01 per share, as agreed.

NOW THEREFORE THIS AMENDING AGREEMENT WITNESSES THAT in consideration of \$10.00, now paid by the Optionee to the Optionor, and the mutual covenants, agreements and premises herein contained and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties do hereby covenant and agree as follows:

1. The Option and Joint Venture Agreement is hereby amended as follows:

(a) §4.02(b) is deleted in its entirety and the following substituted therefor:

"(b) issuing 1,000,000 common shares without par value in the capital of the Optionee to and in the name of the Optionor at the deemed price of \$0.01 per share and delivering the certificate representing such shares to the Optionor not later than the Effective Date;"

2. Notwithstanding the requirement under §4.02(b) of the Option and Joint Venture Agreement that 1,000,000 shares of the Optionee be issued in the name of the Optionor not later than the "Effective Date" (as such term is defined in the Option and Joint Venture Agreement), the parties hereto hereby acknowledge that the issuance of the said shares on August 23, 2007, being the date on which share certificate #4-C for 1,000,000 shares registered in the name of the Optionor, was satisfactory performance in all respects of the obligation under §4.02(b) of the Option and Joint Venture Agreement.

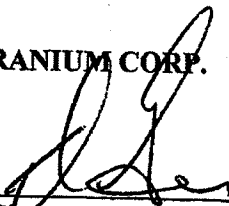
3. The Option and Joint Venture Agreement as amended hereby, is in all other respects, ratified, confirmed and approved.

4. This Amending Agreement may be executed in counterparts, in original form or by electronic facsimile, each of which will be deemed to be an original, and all of which taken together will constitute a single instrument, with the same effect as if the signatures thereto were upon the same instrument.

IN WITNESS WHEREOF this Amending Agreement has been executed by the parties hereto as of the day and year first above written.

GREAT BEAR URANIUM CORP.

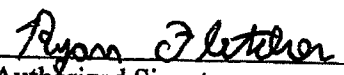
By:



Authorized Signatory

HILLCREST RESOURCES LTD.

By:



Authorized Signatory