

FORM 51-102F3

Material Change Report

ITEM 1. NAME AND ADDRESS OF COMPANY

Macarthur Minerals Limited (the "Company")
Suite 1300 – 885 West Georgia Street, Vancouver, BC V6C 3E8 Canada

ITEM 2. DATE OF MATERIAL CHANGE

October 21, 2005

ITEM 3. NEWS RELEASE

Issued October 21, 2005 and distributed through the facilities of Canada Stockwatch and Market News.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced appointment new directors. See attached news release.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached new release.

ITEM 6. RELIANCE ON SUBSECTION 7.1(3) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

No information has been omitted on the basis that it is confidential information.

ITEM 8. EXECUTIVE OFFICER

Contact: James Canning-Ure
Telephone: (604) 628-5002
Telephone2: 011-614-1874-5477

ITEM 9. DATE OF REPORT

DATED at Brisbane, Australia, this 2nd day of November, 2005.

MACARTHUR MINERALS LIMITED

(formerly Macarthur Diamonds Limited)

1300 – 885 West Georgia Street

Vancouver, B.C. V6C 3E8 Canada

Tel: (604) 628-5002

Fax: (604) 688-3452

For Immediate Dissemination

October 21, 2005

TSXV:MMS

NR2005-6

NEWS RELEASE

New Appointments to the board of Macarthur

Vancouver, B.C. – The board of **Macarthur Minerals Limited (TSXV – MMS)** wish to announce the appointment of two new directors to the board to replace three directors who have resigned from their position.

Mr. David Keith Barwick has been appointed to the board effective today. Mr. Barwick is an accountant with over 32 years experience in the management and administration of publicly listed companies both in Australia and North America. Mr Barwick is presently Chairman of Metallica Minerals Limited (Australia) and Executive Chairman of Global Approach Limited (Australia)

Mr. Alan Philips has been a director, exclusive director and chairman of ASX listed public companies covering a period of 30 years, specialising in start-up and turn-around across a broad range of industries, but predominantly in the mining exploration and technology industries.

Mr Phillips has also been involved in numerous mergers, acquisitions, takeovers, joint ventures, alliances and fundraisings in Australia, Asia, Europe and the United States of America. He spent five years working in the United States as chief executive officer of a large ethanol manufacturing company owned by Continental Asset Management of New York. The business experience Mr Phillips gained in the United States has proved an invaluable basis for his Australian corporate interests.

Mr Phillip's current directorships include Jumbo Corporation Limited (Chairman), Verus Investments Limited, SUR gold Corporation Inc (TSX-V) and InterCOAL Limited.

The Hon .Keith De Lacy, Mr. Roger Marshall and Mr Don Nissen have resigned from the board effective today.

On behalf of the Board of Directors,

MACARTHUR MINERALS LIMITED

James Canning-Ure, President & Director

Company Contact:

James Tuer, Tel: (604) 628-5002, Fax: (604) 688-3452

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