

## MATERIAL CHANGE REPORT

**Section 85(1) of the *Securities Act* (British Columbia)**  
**Section 146(1) of the *Securities Act* (Alberta)**  
**Section 84(1) of the *Securities Act, 1988* (Saskatchewan)**  
***Securities Act* (Manitoba)**  
**Section 75(2) of the *Securities Act* (Ontario)**

**Item 1 - Reporting Issuer:**

Plato Gold Corp. (the "Corporation")  
1300 Bay Street, Suite 300  
Toronto, Ontario  
M5R 3K8

**Item 2 - Date of Material Change:**

May 30, 2005

**Item 3 - News Release:**

The press release reporting the material change, a copy of which is attached hereto as Schedule "A", was issued on May 31, 2005.

**Item 4 - Summary of Material Change:**

The Corporation (formerly Shatheena Capital Corp.) announced that it has completed its previously announced acquisition of all of the outstanding shares of Plato Gold Corp. ("**Old Plato**"), a private Ontario based junior mining company, as its Qualifying Transaction under TSX Venture Exchange (the "**Exchange**") Policy 2.4. Shatheena Capital Corp. and Old Plato have completed an amalgamation and will carry on business as the Corporation. Upon closing of the Qualifying Transaction, Stuart M. Olley and John D. McBride resigned as directors of the Corporation. Mr. Anthony J. Cohen, Mr. Robert Ginn, Mr. Harold Neal and Mr. Robert Van Tassell were elected as directors of the Corporation. Mr. Anthony J. Cohen will continue as President and Chief Executive Officer of the Corporation. Mr. Greg K.W. Wong will serve as Vice President, Finance and Chief Financial Officer of the Corporation.

As part of the completion of the Qualifying Transaction, Plato has also completed a prospectus offering (the "**Offering**") of flow-through common shares and units, each unit composed of one common share

and one-half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one common share at any time within 18 months of the date of issuance at a price of \$0.35 per common share.

**Item 5 - Full Description of Material Change:**

See Item 4 above and the attached Schedule "A" for a full description of the material change.

**Item 6 - Reliance on Confidentiality Provisions of the Act:**

Not applicable

**Item 7 - Omitted Information**

Not applicable

**Item 8 - Senior Officer's knowledge about the Material Change and this Report:**

For further information, please contact:

Anthony Cohen  
c/o Suite 300, 1300 Bay Street,  
Toronto, Ontario M5R 3K8

Telephone: (416) 968-3337

Facsimile: (416) 968-3339

**Item 9 - Statement of Senior Officer:**

The foregoing accurately discloses the material change referred to in this report.

DATED at Toronto, Ontario this 6<sup>th</sup> day of June, 2005.

**PLATO GOLD CORP.**

By: (signed) "Anthony Cohen"

Anthony Cohen

President and Chief Executive Officer

IT IS AN OFFENCE UNDER THE *SECURITIES ACT* AND *SECURITIES REGULATIONS* THERETO FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

**SCHEDULE "A"**

**PRESS RELEASE**

**PLATO GOLD CORP.**

**Suite 300, 1300 Bay Street  
Toronto, Ontario  
M5R 3K8**

*For Immediate Release*

**Toronto, Ontario**

**May 31, 2005**

**QUALIFYING TRANSACTION COMPLETED**

Plato Gold Corp. (formerly Shatheena Capital Corp.) (TSX Venture Exchange: PGC) ("**Plato**" or the "**Corporation**") is pleased to announce that it has completed its previously announced acquisition of all of the outstanding shares of Plato Gold Corp. ("**Old Plato**"), a private Ontario based junior mining company, as its Qualifying Transaction under TSX Venture Exchange (the "**Exchange**") Policy 2.4. Shatheena and Old Plato have completed an amalgamation and will carry on business as Plato Gold Corp. Upon closing of the Qualifying Transaction, Stuart M. Olley and John D. McBride resigned as directors of the Corporation. Mr. Anthony J. Cohen, Mr. Robert Ginn, Mr. Harold Neal and Mr. Robert Van Tassell were elected as directors of the Corporation. Mr. Anthony J. Cohen will continue as President and Chief Executive Officer of the Corporation. The Corporation has also appointed Mr. Greg K.W. Wong as Vice President, Finance and Chief Financial Officer of the Corporation.

As part of the completion of the Qualifying Transaction, Plato has also completed a prospectus offering (the "**Offering**") of flow-through common shares and units, each unit composed of one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one common share at any time within 18 months of the date of issuance at a price of \$0.35 per common share.

Aggregate gross proceeds of \$1,554,000 were raised through the offering with 3,128,000 flow-through common shares issued and 3,088,000 units issued. First Associates Investments Inc. acted as agent for the Offering.

The Corporation intends to use the proceeds of the Offering to continue exploration of the Corporation's mining prospects in northern Ontario this summer.

The Corporation will begin trading under its new name and stock symbol on June 1, 2005. Pursuant to the policies of the Exchange, the Corporation will be considered a Tier 2 mining issuer.

For further information, contact Anthony Cohen, President and Chief Executive Officer of the Corporation at:

Telephone: (416) 968-3337

Fax: (416) 968-3339

*The Exchange has in no way passed on the merits of the proposed transaction and has neither approved nor disapproved the contents of the press release.*

*The Exchange does not accept responsibility for the adequacy or accuracy of this press release.*

*(Not for dissemination in the United States of America)*