

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest reported) June 1, 2007

**OPES EXPLORATION INC.**

(Exact name of registrant as specified in its chapter)

<u>Nevada</u> (State or other jurisdiction of incorporation)	<u>000-51707</u> (Commission File Number)	<u>00-0000000</u> (I.R.S. Employer Identification No.)
<u>9620 Williams Road, Richmond, British Columbia, Canada</u> (Address of principal executive offices)		<u>V7A 1H2</u> (Zip Code)

Registrant's telephone number, including area code (604) 723-9660

n/a

(Former name or former address, if changed since last report)

**INFORMATION TO BE INCLUDED IN REPORT**

**Item 5.01. Changes in Control of Registrant.**

On June 1, 2007, there was a change in control in the voting shares of Opes. The basis of the change in control was a transfer of shares from one controlling shareholder to another.

Gordon Racette reached an agreement to sell in a private transaction 1,000,000 of his shares to Ken Ralfs. As a result of the share transfer, Mr. Racette owns no shares of common stock and Mr. Ralfs owns 3,000,000 shares of common stock in the capital of Opes, which represents 56.2% of the issued and outstanding shares of common stock in the capital of Opes.

Prior to the transfer of shares, no shareholder beneficially owned 5% or more of the issued and outstanding shares of common stock, with the exception of Mr. Racette, who owned 18.7%, and Mr. Ralfs, who owned 37.5% of the issued and outstanding shares of common stock.

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On June 1, 2007, Gordon Racette resigned as a director and the Treasurer and Corporate Secretary of Opes Exploration Inc.

Also, on June 1, 2007, Ken Ralfs consented to and was appointed the Treasurer and Corporate Secretary of Opes Exploration Inc. by the board of directors. Mr. Ralfs is now the sole director and officer of Opes Exploration Inc.

