

FORM 27
SECURITIES ACT
MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. Reporting Issuer

LAYFIELD RESOURCES INC. (the "Issuer")
Suite 520 - 470 Granville Street
Vancouver, B.C. V6C 1V5

Item 2. Date of Material Change

May 04, 2000

Item 3. Press Release

News release dated May 04, 2000 was disseminated through Stockwatch, George Cross Newsletter, Market News and Canadian Corporate News.

Item 4. Summary of Material Change

The Company has terminated its agreement with Southern Africa Minerals Corporation under the terms of which Layfield could earn a 75% interest in the Molopo property in Botswana. The Company has signed an agreement with Aros Resources Inc., which is subject to CDNX approval and provides that Aros will transfer a 10% interest in the Molopo property to the Company, if, as and when Aros earns its 80% interest in the property from Southern Africa Minerals Corporation.

Item 5. Full Description of Material Change

The Company has terminated its agreement with Southern Africa Minerals Corporation under the terms of which the Company could earn a 75% interest in the Molopo property in Botswana. The Company has also relinquished all exploration permits held in its name in Botswana, returning the properties to the Botswana government.

These actions have allowed an unrelated party, Aros Resources Inc., to enter into an agreement with Southern Africa Minerals Corporation whereby Aros can earn an 80% interest in the Molopo property formerly subject to the Company's agreement with Southern Africa Minerals Corporation. The Company has signed an agreement with Aros Resources Inc. that will allow the Company to maintain an ongoing interest in the Molopo property. The Company agreement with Aros is subject to CDNX approval and provides that Aros will transfer a 10% interest in the Molopo property to The Company, if, as and when Aros earns its 80% interest in the property from Southern Africa Minerals Corporation. In addition Aros will issue The Company a total of 300,000 shares of Aros on the following basis:

1. 50,000 shares within ten days of the listing of Aros's common shares for trading on the CDNX (the "Effective Date");
2. an additional 50,000 shares on or before each of the three anniversary dates following the Effective Date; and
3. an additional 100,000 on that date that is four years following the Effective Date.

Item 6. Reliance on Section 85(2) of the Act

If the report is being filed on a confidential basis in reliance on Section 85(2) of the Act, state the reasons for such reliance.

N/A.

Item 7. Omitted Information

N/A.

Item 8. Senior Officers

D. Neil Briggs
President
Telephone 604 687-7178

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 4th day of May, 2000.

Layfield Resources Inc.

"D. Neil Briggs"

D. Neil Briggs
President