

This is the form of a material change report required under Section 85(1) of the *Securities Act* and Section 151 of the *Securities Rules*.

BC FORM 53-901F

Securities Act

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

Item 1. Reporting Issuer

Playfair Mining Ltd.
520 - 470 Granville Street
Vancouver, B.C. V6C 1V5

Item 2. Date of Material Change

July 25, 2002

Item 3. Press Release

Material change dated July 25, 2002 was disseminated by Stockwatch and Market News.

Item 4. Summary of Material Change

Please be advised that the Company has received TSX Venture Exchange approval to amending the term of the referenced Warrants comprising the Units and Agent's Warrants such that the expiry date for exercise is now February 26, 2003 (not August 26, 2002).

Item 5. Full Description of Material Change

To: Warrant Holders

Re: Playfair Mining Ltd.

Exchange Offering Prospectus dated January 31, 2001, Effective February 5, 2001

Distribution of 5,000,000 Units and 500,00 Agent's Warrants

Please be advised that the Company has received TSX Venture Exchange approval to amending the term of the referenced Warrants comprising the Units and Agent's Warrants such that the expiry date for exercise is now February 26, 2003 (not August 26, 2002).

It should be noted and acknowledged that the Company reserves the right to impose acceleration of the expiry date of the Warrants and Agent's Warrants. Should the Company's share price trade at a weighted average daily price of \$0.37 per share or more for five consecutive trading days, then upon notice from the Company, the term of the Warrants and Agent's Warrants will be shortened to a period of thirty days following such five trading days.

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

Kathleen Mitchell
Chief Financial Officer and Secretary

Telephone: 687-7178

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia this 25th day of July, 2002.

KERMODE RESOURCES LTD.

Per: "Kathleen Mitchell"

Kathleen Mitchell

Chief Financial Officer and Secretary