MATERIAL CHANGE REPORT UNDER

Section 85(1) of the *Securities Act* **(BRITISH COLUMBIA)** FORM 27,
Section 118(1) of the *Securities Act* **(ALBERTA)** FORM 27 and
Section 75(2) of the *Securities Act* **(ONTARIO)** FORM 27

1. Reporting Issuer

Cathedral Gold Corporation
Suite 420 - 355 Burrard Street
Vancouver, B.C.
V6C 2G8

2. Date of Material Change

April 10, 2000

3. Press Release

April 10, 2000 - Vancouver, British Columbia

4. Summary of Material Change

Cathedral Gold Corporation (CAT-T) reported that it has exercised its debt settlement rights under an agreement entered into with Imperial Metals Corporation (IPM-T) in April, 1999. The final debt settlement arrangements, which were approved by an independent committee of the Board of Directors of Cathedral, provide that all debt owed by Cathedral to Imperial, totaling US $1,283,881, will be repaid by Cathedral issuing to Imperial 1,400,000 common shares and by Cathedral assigning Imperial all of its interests in the Sterling Mine, Porcher Island, and Addington properties.

5. Full Description of Material Change

Reference is made to the press release, a copy of which is attached as Schedule "A".

6. Reliance on Section 75(3) of the Securities Act (Ontario) and equivalent sections of other jurisdictions.

Not applicable.

7. Omitted Information

Not applicable.

8. Senior Officer(s)

André Deepwell
Vice President, Finance
Phone (604) 684-4659

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 18th day of April, 2000.

CATHEDRAL GOLD CORPORATION

Per: *"André Deepwell"*
Signature of authorized signatory

André Deepwell
Vice President, Finance
Name and office of authorized signatory
(please print)

SCHEDULE "A"

Cathedral

GOLD CORPORATION

PRESS RELEASE

TRADING SYMBOL:	CAT (TSE)
FOR RELEASE:	April 10, 2000
CONTACTS:	Pierre Lebel, President Barbara Gough, Investor Relations
ADDRESS:	Suite 420 - 355 Burrard Street, Vancouver, B.C. V6C 2G8 Tel: (604) 684-4659 Fax: (604) 687-4030

CATHEDRAL REPORTS DEBT SETTLEMENT

Vancouver (April 10, 2000) – Cathedral Gold Corporation (CAT-T) is pleased to report that it has exercised its debt settlement rights under an agreement entered into with Imperial Metals Corporation (IPM-T) in April, 1999. The final debt settlement arrangements, which were approved by an independent committee of the Board of Directors of Cathedral, provide that all debt owed by Cathedral to Imperial, totaling US $1,283,881, will be repaid by Cathedral issuing to Imperial 1,400,000 common shares and by Cathedral assigning Imperial all of its interests in the Sterling Mine, Porcher Island, and Addington properties.

Imperial has agreed to provide near term financial support to Cathedral until at least June 30, 2000 and will use its best efforts to assist Cathedral in launching new business ventures.

The settlement eliminates all of Cathedral's debt except for normal course trade payables and gives Cathedral a fresh start with a substantial mineral property portfolio consisting of the Kaburi Eldorado, Takla Rainbow, Bronson, Pelican, Cunningham Creek and Edwards properties.

Imperial's equity stake in Cathedral increases to 6,857,335 common shares, representing approximately 45% of Cathedral's 15,219,463 issued and outstanding common shares.

The settlement remains subject to such regulatory and shareholder approvals as may be required.

- 30 -