

IAIN R. MANT
Direct No. (604) 661 7547
File No. 024277/3:508504

December 18, 1997

VIA SEDAR

Ontario Securities Commission
Cadillac Fairview Tower
Suite 800, Box 55
20 Queen Street West
Toronto, Ontario M5H 3S8

British Columbia Securities Commission
11th Floor
865 Hornby Street
Vancouver, B.C.
V6Z 2H4

Attention: Continuous Disclosure Attention: Ann McTeer

Alberta Securities Commission
Suite 410
300 – 5th Avenue S.W.
Calgary, Alberta T2P 3C4

Attention: Director, Market Standards

Dear Sirs/Mesdames:

**Re: America Mineral Fields Inc. (the “Company”)
Form 27 – Material Change Report**

Attached is a Material Change Report, dated December 9, 1997, for filing on behalf of the Company.

Yours truly,

CAMPNEY & MURPHY

Per:

“Iain R. Mant”

:set
attach.

cc: The Toronto Stock Exchange
Attention: Listings

Vancouver Stock Exchange
Attention: Listings

Securities and Exchange Commission
Attention: Office of International Corporate Finance (File No. 82-1840)

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Standard and Poor's
Attention: Listings

America Mineral Fields Inc.
Attention: Michael McMurrough