ONTARIO
BRITISH COLUMBIA
ALBERTA

FORM 27

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 75(2) OF THE SECURITIES ACT (ONTARIO), SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA), AND SECTION 118(1) OF THE SECURITIES ACT (ALBERTA).

NOTE: *This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.*

NOTE: *WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS, PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITAL "CONFIDENTIAL". CONFIDENTIAL REPORTS SHOULD BE FILED IN PAPER FORMAT. UPON GENERAL DISCLOSURE BEING MADE, THE FORM 27 SHOULD BE FILED THROUGH SEDAR WITHIN 10 DAYS FOLLOWING SUCH GENERAL DISCLOSURE.*

NOTE ALSO THAT FOR A SEDAR FILING, THE PRESS RELEASE SHOULD BE FILED AS A SEPARATE DOCUMENT FROM THE FORM 27.

Item 1. Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer:

America Mineral Fields Inc.
c/o 2100 – 1111 West Georgia Street
Vancouver, B.C.
V7X 1K9

Item 2. Date of Material Change

July 9, 1998

Item 3. Press Release

State the date and place(s) of issuance of the press release.

The Press Release dated July 9, 1998 was forwarded to the Vancouver Stock Exchange and Toronto Stock Exchange and disseminated via Canada News-Wire

Ltd. (North American distribution), Canada Stockwatch, George Cross Newsletter and Market News.

A copy of the Press Release is attached as Schedule ”A”.

Item 4. **Summary of Material Change**

Provide a brief but accurate summary of the nature and substance of the material change.

The Issuer has announced that it is engaged in preliminary discussions with Nord Resources Corporation (NYSE:NRD) concerning a possible combination of the two companies.

Item 5. **Full Description of Material Change**

Supplement the summary required under item 4 with the disclosure which should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also item 7.

The description of the significant facts relating to the material change will therefore include some or all of the following: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the reporting issuer or its subsidiaries. Specific financial forecasts would not normally be required to comply with this form.

The above list merely described examples of some of the facts which may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation.

For a full description of the material change, see Schedule ”A”.

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

If the report is being filed on a confidential basis, state the reasons for such reliance.

Not Applicable.

Item 7. **Omitted Information**

Not Applicable.

Item 8. **Senior Officer**

To facilitate any necessary follow-up by the Commission, give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom such senior officer may be contacted by the Commission.

Mr. Bernard Vavala
Chairman
(803) 768-2411

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated this 9th day of July, 1998.

America Mineral Fields Inc.

Per:

"Paul C. MacNeill"
Paul C. MacNeill
Director

IT IS AN OFFENCE FOR A PERSON TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THIS REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

SCHEDULE "A"

NEWS RELEASE

AMERICA MINERAL FIELDS INC. ENTERS DISCUSSIONS WITH NORD RESOURCES CORPORATION

July 9, 1998 **Trading: TSE: AMZ**

America Mineral Fields Inc. announced today that it is engaged in preliminary discussions with Nord Resources Corporation (NYSE:NRD) concerning a possible combination of the two companies. No assurance can be given that the parties will enter into any agreement or that the transaction will be consummated.

America Mineral Fields Inc. is a mining and exploration company involved in base metals and diamonds in Central Africa. America Mineral Fields Inc. trades on the Toronto Stock Exchange.

On behalf of the Board of

America Mineral Fields, Inc.

"Bernard Vavala"

Bernard Vavala, Chairman

For further information about America Mineral Fields, Inc. or the contents of this news release, please contact Earl Young, Investor Relations at (214) 754-7010, or fax at (214) 754-7119 or visit the Company's web site at http://www.am-min.com.