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

FORM 27
Securities Act

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

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: Every report required to be filed under Section 85(1) of the Act shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure".

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL - SECTION 85", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL".

Item 1. Reporting Issuer

Fairfield Minerals Ltd. (the "Issuer")
1420 – 700 West Georgia Street
Vancouver, British Columbia V7Y 1B6
Telephone: (604) 669-3398

Item 2. Date of Material Change

August 21, 2000

Item 3. Press Release

Press release was issued in Vancouver, British Columbia for distribution on May 8, 2000 and August 21, 2000.

Item 4. Summary of Material Change

Private placement of 1,000,000 Units at a price of $0.45 per Unit.

Item 5. Full Description of Material Change

The Issuer realized gross proceeds of $450,000 from a non-brokered private placement of 1,000,000 Units sold to investors at a price of $0.45 per Unit.

Each Unit consists of one (1) Common share (the "Share") and one-half (1/2) Common share purchase warrant (the "Warrant"). Each Warrant will entitle the holder to purchase one (1) additional Common share ("Warrant Share") at a price of $0.65 per Warrant Share if exercised on or before 4:00 p.m. (Vancouver Time) on the first business day one (1) year after the Closing Date.

The Issuer also paid a Finder's fee of $5,000 together with 20,000 Common share purchase warrants at a price of $0.65 per share for a period of one (1) year.

The proceeds of the private placement are intended to be used to defray exploration cost on the Company's Yago Project for general working capital.

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

No reliance is made on Section 85(2) as to confidentiality.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

The Senior Officer of the Issuer who is knowledgeable about the material change and the report is Duane Poliquin, President, of Suite 1420-700 West Georgia Street, Vancouver, B.C. V7Y 1B6 (604) 669-3398.

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated this 21st day of August, 2000.

FAIRFIELD MINERALS LTD.

By: *"Duane Poliquin"*

President
(Official Capacity)

Duane Poliquin
(Please print here name of individual whose signature appears above)