This is a form of a material change report required under Section 75(2) of the *Securities Act* (Ontario).

**FORM 27**
**Securities Act**

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

**FORM 53-901.F**
**Securities Act**

# MATERIAL CHANGE REPORT

**Item 1. Reporting Issuer**

**FAIRFIELD MINERALS** (the "Issuer")
1103-750 West Pender Street
Vancouver, British Columbia V7Y 1B6
Telephone: (604) 689-7644

**Item 2. Date of Material Change**

July 12, 2001

**Item 3. Press Release**

Press release was issued in Vancouver, British Columbia for distribution on Canada NewsWire on July 12, 2001

**Item 4. Summary of Material Change**

Agreement in principle to amalgamate with Almaden Resources Corporation ("Almaden").

**Item 5.** **<u>Full Description of Material Change</u>**

a) The Boards of Directors of each of the Issuer and Almaden have resolved to agree in principle to amalgamate under the provisions of *Company Act* (British Columbia)R.S.B.C. c. 62.(the "Act") Under those provisions the two companies when amalgamated continue as one company and the amalgamation proceeds in accordance with the terms of an amalgamation agreement to be concluded between the amalgamating companies. The terms of the amalgamation agreement must comply with the provisions of the Act and the memorandum and articles of the amalgamated company must be first approved by the Registrar of Companies (British Columbia).

The amalgamation agreement to be effective must be approved by a special resolution of the shareholders of each of the amalgamating companies and must after such approval be approved by the Supreme Court of British Columbia. The Act further provides that rights of dissent are granted to any member of an amalgamating company, such right to be exerciseable by such member giving a notice of dissent to the amalgamating company of which he, she or it is a member not more than 7 days after the amalgamation agreement is adopted by both amalgamating companies.

Pursuant to the agreement in principle each of the companies has appointed an committee of independent directors, being those directors of each company who are not common directors for the purpose of obtaining requisite a formal valuation report in accordance with Ontario Securities Commission Rule 61-501 (the "Rule") and an appropriate fairness opinion.

b) The purpose and business reasons for the transaction is to substantially reduce the current administrative and maintenance costs being borne in the aggregate by the amalgamating companies and to create a stronger and more financially viable corporation.

c) It is anticipated that the effect of the transaction on the Issuer's business and affairs will be to facilitate its ability as an amalgamated company to seek equity funding to enable it to conduct exploration and development activities on its property interests and to acquire further exploration and development mineral properties and interests.

d) Almaden is an interested party by reason of its holding in excess of 10% of the issued and outstanding shares of the Issuer. Under the provisions of the Act, the amalgamation agreement <u>must provide that those shares must be cancelled without any repayment of capital and no provision can be made for the exchange of those shares.</u> It is anticipated therefore that no interest directly or indirectly will be received by Almaden that is not received pro rata by other holders of common shares of the Issuer and the issuer insiders, associates, affiliated entities and other related parties of that interested party.

e) Subsection 5.4(2) of the Rule is applicable.

f) The Valuation Report, when completed will be included in the Information Circular of each of the amalgamating companies (or in a joint information circular) accompanying the Notices of Meeting of Shareholders of each of the amalgamating companies to be called for the consideration and ,if acceptable to the shareholders, approving the amalgamation agreement.

g) There has been no prior valuation.

h) There is no other agreement entered into by the Issuer or by a related party of the Issuer with an interested party or any person or company acting jointly or in concert with an interested party in connection with the transaction.

**Item 6. Reliance on Section 74(3) of the Act**

No reliance is made on Section 74(3) 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 and Chief Operating Officer (604) 689-7644.

**Item 9. Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated this 24 day of July, 2001.

**FAIRFIELD MINERALS LTD.**

By: "Duane Poliquin"

President and Chief Operating Officer
(Official Capacity)

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