

This is the form of 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

1. Reporting Issuer

Saxony Explorations Ltd.
C101 - 3477 Commercial St.
Vancouver, B.C. V5N 4E8

Telephone: (604) 871-9930

2. Date of Material Change

News release dated August 13, 1999.

3. Press Release

August 13, 1999.

4. Summary of Material Change

Please see the enclosed news release.

5. Full Description of Material Change

Same as item 4 above.

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

Not applicable

7. Omitted Information

The director of the Company, Simon Tam, is knowledgeable about the material change. He may be contacted at the address and telephone number given in item 1.

8. Senior Officers

Contact Person: Simon Tam
Business Telephone: 871-9930

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, B.C. this 13th day of August, 1999.

SAXONY EXPLORATIONS LTD.

Per: "Simon Tam" _____

Simon Tam, Director
(Name & Title of Signatory)

Saxony Explorations Ltd.
C101 - 3477 Commercial Street, Vancouver, B.C., V5N 4E8

NEWS RELEASE

August 13, 1999

Symbol: SEP

Further to the settlement of debt of the Company announced June 22, 1999 and accepted by the Vancouver Stock Exchange on August 9, 1999, Saxony Explorations Ltd. wishes to announce that 18,615 shares of the Company issued pursuant to the shares for debt settlement have a hold period until June 22, 2000. The remaining shares issued pursuant to the shares for debt settlement are free trading.

Saxony Explorations Ltd.

Per:

"Simon Tam"

Simon Tam, Director

THE VANCOUVER STOCK EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT
RESPONSIBILITY FOR THE ACCURACY OR ADEQUACY OF THIS NEWS RELEASE.