FORM 27

MATERIAL CHANGE REPORT

1. REPORTING ISSUER

Vogue Resources Inc. ("Vogue")
1400 West Dagenais Boulevard
H7N 5C7

2. DATE OF MATERIAL CHANGE

November 19, 1999.

3. PRESS RELEASE

Vogue issued a joint press release with gearunlimited.com Inc. ("gear") on November 23, 1999 in Toronto, Ontario.

4. SUMMARY OF MATERIAL CHANGE

1. Vogue has announced that it will acquire all of the issued and outstanding capital of gear (the "gear Acquisition") pursuant to a share exchange transaction which shall close on or about November 26, 1999.

2. Vogue has announced that it will complete a private placement offering ("Offering") of 2,200,000 special warrants at $1.00 per special warrant to close on or about November 26, 1999.

3. After completing the gear Acquisition, Vogue and gear will amalgamate and the new entity will be known as "gearunlimited.com Inc."

4. Vogue shareholders have approved:

    (a) the gear Acquisition and the issuance of the Vogue shares and warrants in consideration for all outstanding common shares and warrants of gear;

    (b) the change of name of Vogue to "gearunlimited.com Inc.";

    (c) the change of the registered office of Vogue from Quebec to Ontario; and

    (d) the issuance of 2,200,000 special warrants of Vogue pursuant to the Offering.

5. FULL DESCRIPTION OF MATERIAL CHANGE

1. Further to Vogue's management's mandate to seek out new opportunities, as approved by Vogue's shareholders at the last annual meeting, Vogue entered into a letter of intent (the "Letter of Intent") dated May 7, 1999 between Maison Placement Canada Inc. (the "Agent"), Vogue, gear, and Q-Branch World Domination Inc. ("Q-Branch"), a wholly owned subsidiary of gear, and Redcastle Capital Limited ("Redcastle"). Pursuant to the Letter of Intent, Vogue shall purchase all of the issued and outstanding securities of gear. The consideration to the security holders of gear will be the issuance of 8,300,000 common shares and 2,500,000 warrants (the "Warrants") of Vogue. 2,445,000 of such common shares shall be issued to Redcastle and the remaining 5,855,000 common shares shall be issued as to 181,204 common shares to Chris Cook, 1,801,248 common shares to EN Trust, 1,982,450 common shares to Steven Kiss, 1,090,100 common shares to Louie Manzo, 200,000 common shares to Sam DeBartolo, 150,000 common shares to each of Patrick Lavoie and Neil Hindle and an aggregate of 300,000 common shares to two minority investors. The Warrants shall be issued to Redcastle and shall be exercisable into an equivalent number of common shares of Vogue (or, following the amalgamation of Vogue and gear, into an equivalent number of common shares of the amalgamated corporation) at a price of $1.25 per common share. Each Warrant shall be exercisable on or before the second anniversary of the closing of the gear Acquisition which is expected to occur on or about November 26, 1999 (the "Closing Date"). A share purchase agreement shall be negotiated and entered into by the shareholders of gear and Vogue.

2. The Offering is to close subject to the closing of the gear Acquisition. The Agent shall act as agent for Vogue for this Offering on a "best efforts" basis. Subject to adjustment in certain events, each Special Warrant being offered is exercisable for one common share of Vogue, or, following the amalgamation of Vogue and gear, of the amalgamated corporation, without payment of any additional consideration, at the option of the holder and shall be automatically exercised at 5:00 p.m. (Toronto time) on the earlier of the following dates: (i) the fifth business day after a receipt is issued by the last of the relevant securities commissions in the provinces of Ontario, British Columbia, Quebec and such other jurisdictions agreed to by the Agent and Vogue (the "Qualifying Jurisdictions") for a (final) prospectus qualifying the common shares of the amalgamated corporation following the gear Acquisition; and (ii) one year from the Closing Date. Vogue has received subscriptions for 2,200,000 special warrants.

3. After completion of the Offering and the gear acquisition, the directors of gear and Vogue will propose that the two corporations be amalgamated (the "Amalgamation") and the new entity carry on business in the name of "gearunlimited.com Inc." The Amalgamation is

subject to approval by the shareholders of Vogue which was obtained on November 19, 199. The new entity will carry on the business of gear.

4. On November 19, 1999 at Vogue's annual and special meeting of shareholders, the shareholders approved:

   (a) the gear Acquisition and the issuance of shares and warrants of Vogue in consideration of all outstanding gear shares and warrants;

   (b) the change of name from "Vogue Resources Inc." to "gearunlimited.com Inc.;

   (c) the change of the registered office of Vogue from Quebec to Ontario; and

   (d) the issuance of 2,200,000 special warrants pursuant to the Offering.

6. RELIANCE ON CONFIDENTIALITY PROVISION

Not Applicable.

7. OMITTED INFORMATION

None.

8. SENIOR OFFICER

Chris Cook, President and Chief Executive Officer

Tel: (905) 624-5592

9. STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material changes referred to herein.

DATED at Toronto, this 26th day of November, 1999.

"Chris Cook"
Chris Cook
President and Chief Executive Officer