BOLIVAR GOLDFIELDS LTD.

MATERIAL CHANGE REPORT
SECTION 75(2) OF THE SECURITIES ACT (ONTARIO)
SECTION 67(1)(b) OF THE SECURITIES ACT (BRITISH COLUMBIA)
SECTION 118(1)(b) OF THE SECURITIES ACT (ALBERTA)

Item 1. **<u>Reporting Issuer</u>**

Bolivar Goldfields Ltd.
1 Dundas Street West, Suite 2500
Toronto, Ontario
M5G 1Z3

Item 2. **<u>Date of Material Change</u>**

April 20, 2000

Item 3. **<u>Press Release</u>**

The press release was issued in Toronto on April 20, 2000 to The Toronto Stock Exchange and various approved public media.

Item 4. **<u>Summary of Material Change</u>**

Bolivar Goldfields Ltd. announced that it had signed a letter of intent to sell all of its Venezuelan assets to Crystallex International Corporation.

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

See Schedule “A”, which is incorporated herein, for a full description of material change.

Item 6. **<u>Reliance on Section 75(3) of the Securities Act (Ontario); Section 67(2) of the Securities Act (British Columbia); and Section 118(2) of the Securities Act (Alberta)</u>**

Confidentiality is not requested.

Item 7. **<u>Omitted Information</u>**

No information has been omitted in respect of the material change.

Item 8. **Senior Officer**

The following senior officer of Bolivar is knowledgeable about the material change and may be contacted at the following address and telephone number:

Peter Volk
Bolivar Goldfields Ltd.
1 Dundas Street West, Suite 2500
Toronto, Ontario
M5C 2C5

Tel: (416) 955-4554
Fax: (416) 955-1206

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, this 25th day of April, 2000.

BOLIVAR GOLDFIELDS LTD.

Per: "Peter Volk"
Peter Volk, Corporate Secretary

Schedule "A"

BOLIVAR GOLDFIELDS LTD.

1 DUNDAS STREET WEST, SUITE 2500, TORONTO, ONTARIO M5G 1Z3
TELEPHONE: (416) 955-4554   FAX: (416) 955-1206

NEWS RELEASE

CRYSTALLEX SIGNS LETTER OF INTENT TO ACQUIRE ALL VENEZUELAN ASSETS OF BOLIVAR GOLDFIELDS

Thursday, April 20, 2000

CRYSTALLEX TSE AND AMEX SYMBOL: KRY
BOLIVAR TSE SYMBOL: BVG

Crystallex International Corporation announced today that it has signed a letter of intent to acquire all of the Venezuelan assets of Bolivar Goldfields Ltd. The acquisition, subject to final due diligence, regulatory approvals and approval of both companies' board of directors, will include the Tomi mine and associated processing facility, as well as 44,438 hectares of exploration lands. The Tomi mine is currently producing approximately 70,000 ounces of gold on an annual basis at costs under $200 per ounce. The exploration lands include the Dividival I and II and the Belen II concessions in the El Callao greenstone belt, known as Venezuela's most prolific gold producer over the past 150 years.

Located in Venezuela's Bolivar State, the Tomi concession at March 1, 2000, reportedly contained open-pit mineable reserves of 263,000 ounces of gold. The current reserves, located in four pits: McKenzie, Charlie Richards, Milagrito and Fosforito, would be sufficient to support a mine life of four years. In addition to the concession's open-pit reserves, drilling conducted by Bolivar below the Charlie Richards pit has intersected several high grade intervals including gold values of 6.06 grams per tonne over 65 metres, 17.39 grams per tonne over 21 metres and 11.25 grams per tonne over 28 metres, indicating a strong potential for underground mining. Previous gold occurrences also indicate excellent potential on other parts of the Tomi concession as well as on the Dividival and Belen concessions.

Subject to due diligence, and regulatory and board approvals, Crystallex will purchase the Venezuelan assets for US$10.5 million cash and the assumption of up to US$13 million in existing long-term debt associated with the assets. Additionally, Crystallex and Bolivar will exchange two-year warrants to purchase 1.0 million common shares in each other's capital, at a 40 percent premium over the average closing price of each company's stock for ten trading days prior to acceptance of the offer.

According to Crystallex President and Chief Executive Officer, Marc J. Oppenheimer, Crystallex intends to finance the acquisition through lines of credit as well as non-recourse project financing. "We have already obtained an expression of interest from our bank for restructuring the debt associated with Bolivar's Venezuelan assets," Mr. Oppenheimer said.

"This acquisition will do more than increase our gold production, reserves and exploration potential," Mr. Oppenheimer continued. "It will be a significant addition to Crystallex's already sizable commitment to Venezuela and is consistent with our plans to work with the Venezuelan government to develop the country's natural resources efficiently and profitably. Our long-term working relationship with the people and government of Venezuela has provided us with a unique knowledge about the region that will be a great benefit in developing these mineral properties. In addition, the strategic location of the concessions and particularly the mill may also provide opportunities to develop efficiencies between this and other projects in Venezuela."

Crystallex

Crystallex International Corporation is a gold mining and exploration company. Crystallex's strategy for growth is to develop its portfolio of properties in South America as well as to diversify geographically by investing in producing or near-production projects and by exploring properties of merit in other areas of the world

Bolivar

As previously announced, Bolivar has signed a letter of intent to purchase all of the issued and outstanding shares of Champion Computer Corporation, which specializes in providing the IT infrastructure for Web-based companies, Fortune 1000 corporations and the midsize business market. Champion has formed a relationship with IBM to create a dedicated IBM storage solutions practice, known as "Time to Content™", which allows ISPs, ASPs and business customers to meet their rapidly growing storage and content needs by providing IBM storage, servers and software that connect to other, nationally available, non-IBM servers. Bolivar intends to dedicate its resources to building and developing a Storage Services Provider ("SSP") practice around Champion's "Time to Content™" methodologies.

In February, 2000, Bolivar made the decision to exit the gold sector in order to focus on technology-related investments, which has resulted in the execution of the Champion transaction. This disposition of Tomi and acquisition of Champion will constitute a change in business for Bolivar, and as a result it will have to meet original TSE listing requirements in order to maintain its listing once the Tomi mine is sold. Bolivar believes that the Champion business meets these requirements.

Bolivar continues to hold 10,175,000 shares of Wavve Telecommunications, Inc., representing approximately 15% of Wavve's issued and outstanding capital.

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For further information on Crystallex:
Contact: A Richard Marshall, VP at (201) 541-6550 ext. 26 or Andrea Boltz at (604) 683-0672
To receive previous Company releases: (800) 758-5804 ext. 114620
Visit us on the Internet: http:// www.crystallex.com

For further information on Bolivar Goldfields:
Contact: Peter Volk, Corporate Secretary & Legal Counsel at (416) 955-4554
To receive previous Company releases: Tel: (416) 955-4554 or Fax: (416) 955-1206

Note:
This news release may contain certain "forward-looking statements" within the meaning of the United States Securities Exchange Act of 1934, as amended. All statements, other than statements of historical fact, and future plans and objectives of Crystallex, are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from Crystallex's expectations are disclosed under the heading "Risk Factors" and elsewhere in documents filed from time to time with The Toronto Stock Exchange, the United States Securities and Exchange Commission and other regulatory authorities.

The Toronto Stock Exchange has not reviewed this release and does not accept responsibility for the accuracy of this news release.