MATERIAL CHANGE REPORT

THIS REPORT IS FILED UNDER British Columbia (section 85(1) of the *Securities Act)*; **Ontario** (section 75(2) of the *Securities Act*); **Alberta** (section 118(1) of the *Securities Act*).

1. Reporting Issuer

Aurcana Corporation
Suite 900 - 475 Howe Street
Vancouver, British Columbia
V6C 2B3

PHONE: (604) 669-6656

2. Date of Material Change

February 5, 2001

3. Press Release

Press releases dated February 5, 2001 was disseminated by Stockwatch and Market News Publishing on February 5, 2001.

4. Summary of Material Change(s)

The Company announced that, subject to regulatory approval, it has signed a Property Option Agreement with Minera Zapata S.A. de C.V. a wholly-owned subsidiary of Fairfield Minerals Ltd., to acquire up to a 60% interest in the San Carlos Project, Mexico.

5. Full Description of Material Change

Aurcana Corporation is pleased to announce that, subject to regulatory approval, the Company has signed an agreement with Minera Zapata, a wholly-owned Mexican subsidiary of Fairfield Minerals Ltd. to earn up to a 60% interest in the 11,189.53 hectare San Carlos project. The property is located 250 kilometres south of Monterrey, Mexico.

Aurcana can earn an initial 50% interest by:

1) Upon signing making a cash payment of US$50,000, and issuing 100,000 shares of Aurcana;

2) Completing expenditures of US$2,000,000 on or before January 1, 2007, with the minimum expenditure for 2001 being US$100,000 and;

3) Issuing an additional 100,000 shares of Aurcana on each of July 1, 2001, January 2, 2002, 2003, 2004 and 2005.

In addition, Aurcana has a one time option to earn an additional 10% in the property (total of 60%) by incurring additional expenditures of US$2,000,000 by January 2, 2009.

6. Reliance on Section 85(2) of the *Securities Act (British Columbia)*
Reliance on Section 118(2) of the *Securities Act (Alberta)*
Reliance on Section 75(3) of the *Securities Act* (Ontario)

N/A

7. Omitted Information

None

8. Senior Officer

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

Robert A. Evans
Suite 900 - 475 Howe Street
Vancouver, B.C.
V6C 2B3
Telephone: (604) 669-5728

9. Statement of Senior Officer

The foregoing accurately discloses the material change(s) referred to herein.

DATED at Vancouver, British Columbia, as of this 5th day of February, 2001.

"Robert A. Evans" (signed)
Robert A. Evans, Secretary/Treasurer & Director