MATERIAL CHANGE REPORT

Material Change Report under Section 118(1) of the *Securities Act*, Alberta, Section 75(2) of the *Securities Act*, Ontario, Section 67(1) of the *Securities Act*, British Columbia.

ITEM 1 Reporting Issuer:

The reporting issuer is Kinloch Resources Inc. (formerly China Clipper Gold Mines Ltd.) (the "Company"), whose principal office is located at 1025, 400 - 5th Ave. S.W., Calgary, AB T2P 0L6.

ITEM 2 Date of Material Change:

The date of the Material Change was April 23, 2001.

ITEM 3 News Release:

A press release was issued through the facilities of Canada News Wire on May 4, 2001.

ITEM 4 Summary of Material Change:

The Company announced that at the Special and Annual General Meeting of Shareholders held on April 23, 2001, in addition to approving management's nominees for directors and the change of auditors, the shareholders of the Company approved resolutions of certain special business including the change of name of the Company from China Clipper Gold Mines Ltd. to Kinloch Resources Inc. and a consolidation of common shares on the basis of one (1) new common share for every thirteen (13) old common shares, without changing the attributes of the common shares.

ITEM 5 Full Description of Material Change:

The Company announced that at the Special and Annual General Meeting of Shareholders held on April 23, 2001, in addition to approving management's nominees for directors and the change of auditors, the shareholders of the Company approved certain resolutions including the change of name of the Company from China Clipper Gold Mines Ltd. to Kinloch Resources Inc. and a consolidation of common shares on the basis of one (1) new common share for every thirteen (13) old common shares, without changing the attributes of the common shares.

The shareholders of the Company also approved the proposed private placement of 1,000,000 post-consolidated common shares at a price of $0.20 per share, the granting of 436,600 common share purchase options to directors and officers of the Company at an exercise price of $0.26 per common share, and the reservation of up to 2.5 million consolidated common shares for the purpose of funding potential acquisitions of the Company in the next fiscal year.

In addition, the Company announced it had received subscriptions in the amount of $1,700,000 for a private placement of 3,400,000 non-voting preferred shares at a price of $0.50 per share, with an anticipated closing date on or about June 30, 2001.

ITEM 6 Reliance on Section 118(2) of the Securities Act (Alberta), (or similar provisions of the other jurisdictions where this report is being filed):

Not applicable.

ITEM 7 Omitted Information:

Not applicable.

ITEM 8 Senior Officers

Paul Read,
President and CEO
Kinloch Resources Inc.
1025, 400 - 5th Ave. S.W.
Calgary, AB T2P 0L6

Tel: (403) 503 - 0573

ITEM 9 Statement of Senior Officer:

The foregoing accurately discloses the material change referred to herein.

Dated at the City of Calgary, Alberta this 4th day of May, 2001.

(signed)
Paul Read
President & CEO

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