

FORM 27

MATERIAL CHANGE REPORT

Section 85(1) of the *Securities Act* (the "British Columbia Act")
Section 118(1) of the *Securities Act* (the "Alberta Act")

1. **Reporting Issuer**

Full name of the Issuer:

PRIMO RESOURCES INTERNATIONAL INC.

The address of the principal office in Canada of the reporting issuer is as follows:

Suite 1738, 609 Granville Street, Vancouver, BC, V7Y 1G5

2. **Date of Material Change**

April 12, 2001

3. **Press Release**

The date and place of issuance of the press release issued pursuant to Section 85(1) of the British Columbia Act and Section 118(1) of the Alberta Act are as follows:

April 12, 2001

The Press Release was released to the Canadian Venture Exchange, being the only exchange upon which the shares of the Issuer are listed, Stockwatch Magazine, and through various other approved public media.

4. **Summary of Material Change(s)**

A summary of the nature and substance of the material change is as follows:

Announcement of a private placement of 800,000 units at \$0.13 per unit.

5. **Full Description of Material Change**

The Issuer announces that it has agreed to a non-brokered private placement of its securities to raise \$104,000 which will consist of the sale of 800,000 units at \$0.13 per unit, each unit consisting of one common share and one two-year non-transferable share purchase warrant with each such share purchase warrant entitling each holder to purchase one additional common share of the Issuer at a price of \$0.15 per share during the first year of the warrant and at a price of \$0.17 per share during the second year of the warrant.

The proceeds of the private placement will be used for general corporate purposes. A finder's fee will not be paid in connection with this private placement.

The private placement is subject to acceptance for filing by the Canadian Venture.

6. **Reliance on Subsection 85(2) of the British Columbia Act and Subsection 118(2) of the Alberta Act**

Not Applicable

7. **Omitted Information**

Not Applicable

8. **Director**

The following director of the Issuer is knowledgeable about the material change and may be contacted by the Commission at the following telephone number:

Georgia Knight
Director

PHONE: (604) 689.4048

9. **Statement of Director**

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 12th day of April, 2001.

“Georgia Knight”

Georgia Knight, Director