

FORM 27

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)
MATERIAL CHANGE REPORT UNDER SECTION 118(1) OF THE SECURITIES ACT (ALBERTA)
MATERIAL CHANGE REPORT UNDER SECTION 75(2) OF THE SECURITIES ACT (ONTARIO)

1. Reporting Issuer

Peruvian Gold Limited
Suite 1705 - 750 West Pender Street
Vancouver, British Columbia
V6C 2T8

2. Date of Material Change

June 30, 2000

3. Press Release

Issued July 21, 2000 and distributed through the facilities of the Canadian Venture Exchange, Stockwatch and Canadian Corporate News.

4. Summary of Material Change

The Corporation announces it has entered into a Letter Agreement with Patriot Computer Corporation for the business combination and reorganization of Peruvian and Patriot by way of a Statutory Plan of Arrangement.

5. Full Description of Material Change

A full description of the material change is set out in the attached News Release dated July 21, 2000.

6. Reliance on Section 85(1) of The Securities Act (British Columbia)

This report is not being filed on a confidential basis.

7. Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

8. Director/Senior Officer

Contact: David Henstridge, President
Telephone: (604) 681 0110
Facsimile: (604) 682 2239

9. Statement of Senior Officer/Director

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia this 31st day of July, 2000.

PERUVIAN GOLD LIMITED

signed: "David Henstridge"

David Henstridge
President, CEO and Director

cc: Alberta Securities Commission
via SEDAR

Ontario Securities Commission
via SEDAR

Canadian Venture Exchange
via SEDAR

DuMoulin Black
via fax at 687 8772

US Securities and Exchange Commission (Fm 6k)