

**MATERIAL CHANGE REPORT UNDER  
SECTION 75(2) OF THE *SECURITIES ACT* (ONTARIO)**

**1. Reporting Issuer**

NAR Resources Ltd. (the “Corporation”)  
372 Bay Street, Suite 408  
Toronto, Ontario  
M5H 2W9

**2. Date of Material Change**

December 13, 2000

**3. Press Release**

The Corporation issued a press release announcing the material change on December 13, 2000.

**4. Summary of Material Change**

See Full Description.

**5. Full Description of Material Change**

The Corporation announced that it will be unable to finalize and file its prospectus with the Ontario Securities Commission (the “OSC”) in connection with the qualification of common shares and warrants of the Corporation issuable upon the exercise of special units sold in July prior to the December 15, 2000 deadline.

The Corporation is looking into alternative strategies to qualify the common shares and warrants issuable upon the exercise of special units and is seeking appropriate amendments to its subscription agreements with special unit holders.

The Corporation also announced that it is undertaking an independent preliminary valuation of the Nova Scotia Mineral Sands Project to be submitted to the Montreal Exchange in connection with the amalgamation with Titanium Corporation of Canada Limited.

**6. Reliance on Section 75(3) of the Act:**

This report is not being filed on a confidential basis.

**7. Omitted Information**

No information has been omitted from this material change report.

**8. Senior Officers**

George Elliott  
Chairman of the Board  
Telephone: (416) 862-3636

**9. Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

**DATED** at Toronto, Ontario this 22nd day of December, 2000.

**NAR RESOURCES LTD.**

By: (Signed) George Elliott  
George Elliott  
Chairman of the Board