

AGAU RESOURCES, INC.
21 - 10405 Jasper Avenue
Edmonton, Alberta
T5J 3S2

November 17, 2000

ALBERTA SECURITIES COMMISSION
CONTINUOUS DISCLOSURE
20th Floor, 10025 Jasper Avenue
Edmonton, Alberta
T5K 3Z5
Attention: Executive Director

BRITISH COLUMBIA SECURITIES
COMMISSION
STATUTORY FILINGS
Suite 200, 865 Hornby Street
Vancouver, British Columbia
V6Z 2H4
Attention: Executive Director

Dear Sirs:

Re: Agau Resources, Inc. (the "Corporation" or "Prospectus") Material Change Report Under Section 118(1) of the *Securities Act* (Alberta) and Section 85(1) of the *Securities Act* (British Columbia)

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of the Corporation. For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act* (Alberta) and Form 27 of the *Securities Act* (British Columbia). Concurrent with this filing, this letter is being filed with the Canadian Venture Exchange Inc., being the only exchange on which the Corporation's shares are currently listed.

Item 1 - Reporting Issuer

Agau Resources, Inc.
21 - 10405 Jasper Avenue
Edmonton, Alberta
T5J 3S2
Telephone: (780) 413-9392
Facsimile: (780) 496-9307

Item 2 - Date of Material Change

November 17, 2000

Item 3 - News Release

A press release announcing the closing of the private placement will be issued on or around November 20, 2000.

Item 4 - Summary of Material Change

The Corporation has announced that it has completed an additional private placement of 20,000 units.

Item 5 - Full Description of Material Change

Further to its press releases dated October 6, 2000, and November 6, 2000, the Corporation announces that it has completed the final closing of its private placement of 1,000,000 units. Effective November 17, 2000, the Corporation has issued an additional 20,000 units ("Units"), for gross proceeds of \$12,000. The aggregate amount raised pursuant to this private placement is \$267,000. Each Unit consists of one common share and one share purchase warrant (a "Warrant"), with each Warrant in turn entitling the holder thereof to purchase one additional common share of the Corporation at a price of \$0.75 per share on or before two years from the date of issue. Proceed of the private placement will be used for ongoing exploration, research and general operations of the Corporation.

Item 6 - Reliance on Section 118(2) of the Securities Act (Alberta) and Section 85(2) of the Securities Act (British Columbia)

N/A

Item 7 - Omitted Information

N/A

Item 8 - Senior Officer

The name of a Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

Einar N. Myrholm
President
Telephone: (780) 413-9392

Item 9 - Statement of a Senior Officer

The foregoing accurately discloses the material change referred to in this report.

DATED at Edmonton, Alberta, this 17th day of November, 2000.

Yours truly,

AGAU RESOURCES, INC.

“Signed”

Per: Einar N. Myrholm
President