FORM 27
SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 103(1) OF
THE SECURITIES ACT (BRITISH COLUMBIA)(THE "ACT")

1. Reporting Issuer:

   The full name and address of the principal office in Canada of the Company is:

   United Carina Resources Corp. (the "Company")
   921 - 470 Granville Street
   Vancouver, B.C.
   V6C 1V5

2. Date of Material Change:

   October 25, 1999

3. News Release:

   The date and place of issuance of the news release is as follows:

Date of Issuance:	October 25, 1999
Place of Issuance:	Vancouver, British Columbia

4. Summary of Material Change:

   Please refer to Schedule "A", being the news release referred to in Item 3 above, which news release is attached hereto and forms a part of this report.

5. Full Description of Material Change

   The Company issued a news release dated October 25, 1999, disclosing that:

   Preliminary drilling results had been received from the Company's wholly-owned Linear Group property, located 15 km west of Gander, Newfoundland.

   To date, two diamond drill holes have been completed on the property, testing the Dome Showing where previously reported significant gold assay results were evident from surface trenching.

   The first drill hole, drilling out 45 degrees in a true north direction and completed at 41.8 meters (137.0 feet) tested the Dome Showing approximately 15.0 meters (50.0 feet) vertically below the bedrock surface. A second drill hole completed at 58.5 meters (192.0 feet) was drilled in a similar direction 7.5 meters (25.0 feet) west of Hole No. 1. A third hole is currently underway 7.5 meters (25.0 feet) east of Hole No. 1 and is also being directed along a true north bearing at 45 degrees.

   The first hole returned 8.6 meters (28.2 feet) of mineralization from 17.3 meters (56.8 feet) similar visually to that encountered in the surface trenching. The second hole, collared in bedrock in similar mineralization at 7.1 meters (23.3 feet) and continued in the zone to 17.7 meters (58.1 feet) for a total core width of 10.6 meters (34.8 feet), was also similar visually to that encountered in the surface trenching.

The core from the latter mineralized sections is presently being logged and split, and will be sent to Eastern Analytical Laboratories Limited at Springdale, Newfoundland for gold analysis. The Company at this time, will make no estimates on grades until assays are received, which are expected by October 29, 1999. Check assays will be completed by Acme Analytical Laboratories Ltd. in Vancouver, British Columbia.

Diamond drilling will continue on the property to initially assess other known surface gold occurrences, with the previously trenched Road and Baseline showings next to be tested. The Company is receiving financial assistance in its program from the Newfoundland government on the Linear Group in the form of a JCAP grant.

The program is under the direction of John Dennis Harvey, Vice-President, Exploration.

6. Reliance on Section 103(2) of the Act

Not applicable.

7. Omitted Information

No significant facts remain confidential and no information has been omitted in this report.

8. Senior Officer

The name and business telephone number of a senior officer of the Company who is knowledgeable about the material change is as follows:

Name:	Dale W. Hoffman, President
Business Telephone:	(604) 684-5118

9. Statement of Senior Officer

The foregoing accurately discloses the material changes referred to herein.

Dated at Vancouver, British Columbia, this 25th day of October, 1999.

"Dale W. Hoffman"
Dale W. Hoffman, President

SCHEDULE "A"

UNITED CARINA RESOURCES CORP.

#921 - 470 Granville Street, Vancouver, B.C., Canada, V6C 1V5
Telephone: (604) 684-5118, Toll Free: 1-800-661-4050 Fax: (604) 682-8566

Email: info@unitedcarina.com **Web site:** http://www.unitedcarina.com V.S.E.: ***UCA***

NEWS RELEASE OCTOBER 25, 1999

LINEAR GROUP DRILLING RESULTS

Dale W. Hoffman, President of United Carina Resources Corp. (the "Company"), is pleased to announce the following drilling results from its wholly-owned Linear Group property, located 15 km west of Gander, Newfoundland.

To date, two diamond drill holes have been completed on the property, testing the Dome Showing where previously reported significant gold assay results were evident from surface trenching.

The first drill hole, drilling out 45 degrees in a true north direction and completed at 41.8 meters (137.0 feet) tested the Dome Showing approximately 15.0 meters (50.0 feet) vertically below the bedrock surface. A second drill hole completed at 58.5 meters (192.0 feet) was drilled in a similar direction 7.5 meters (25.0 feet) west of Hole No. 1. A third hole is currently underway 7.5 meters (25.0 feet) east of Hole No. 1 and is also being directed along a true north bearing at 45 degrees.

The first hole returned 8.6 meters (28.2 feet) of mineralization from 17.3 meters (56.8 feet) similar visually to that encountered in the surface trenching. The second hole, collared in bedrock in similar mineralization at 7.1 meters (23.3 feet) and continued in the zone to 17.7 meters (58.1 feet) for a total core width of 10.6 meters (34.8 feet), was also similar visually to that encountered in the surface trenching.

The core from the latter mineralized sections is presently being logged and split, and will be sent to Eastern Analytical Laboratories Limited at Springdale, Newfoundland for gold analysis. The Company at this time, will make no estimates on grades until assays are received, which are expected by week's end. Check assays will be completed by Acme Analytical Laboratories Ltd. in Vancouver, British Columbia.

Diamond drilling will continue on the property to initially assess other known surface gold occurrences, with the previously trenched Road and Baseline showings next to be tested. The Company is receiving financial assistance in its program from the Newfoundland government on the Linear Group in the form of a JCAP grant.

The program is under the direction of John Dennis Harvey, Vice-President, Exploration.

UNITED CARINA RESOURCES CORP.

Per: *"Dale W. Hoffman"*
Dale W. Hoffman, President

For further information contact:

Dale W. Hoffman, President or John D. Harvey, Vice-President, Exploration
(604) 684-5118 or toll free: 1-800-661-4050 (416) 360-53330 or toll free: 1-877-344-2777