

**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:

April 6, 2000

3. News Release:

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

Date of Issuance: April 6, 2000

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 April 6, 2000, disclosing that:

The Company and Consolidated Pine Channel Gold Corp. ("Pine Channel") (the "Companies") have entered into a mineral property option agreement (the "Agreement") in which each of the Company and Pine Channel have been granted the right to acquire a 50% interest in two mineral claims, S-133919 and S-133920 (the "Claims"), situated in the Southern Mining District, Saskatchewan. The Companies intend to explore the Claims for the presence of one or more diamondiferous kimberlite structures.

Under the terms of the Agreement, each of the Companies has paid \$3,000 to Kenneth Charles Gibson (the "Vendor"), in consideration for which the Vendor has granted to each of the Companies the right and option to acquire a 50% interest in the Claims, subject to a 2% net profits royalty interest ("NPI") in favour of the Vendor (the "Option"). The Option will be exercised and Companies' respective interests earned by their making expenditures on exploration of the Claims of, in aggregate, \$200,000 within two years, and issuing common shares to the Vendor as detailed below. The NPI may be reduced to a 1% NPI upon payment to the Vendor of \$3,600,000 at any time up to 1 year following commencement of production from the Claims.

The Company, to earn its interest under the terms of the Option, must (a) issue to the Vendor 50,000 shares upon receipt of Canadian Venture Exchange (“Exchange”) acceptance of the Agreement; (b) within 12 months of Exchange acceptance of the Agreement and after its expenditure of \$50,000 on exploration, a further 75,000 shares for each kimberlite structure identified on the Claims, upon Exchange approval; and (c) within 24 months of Exchange acceptance of the Agreement and after its expenditures of an aggregate \$100,000 on exploration, a further 50,000 shares for each diamondiferous kimberlite structure identified on the Claims, where “diamondiferous” means containing diamonds exceeding 1 mm in diameter, upon Exchange approval.

All common shares issued by the Company pursuant to the Agreement will be subject to a “hold period” of four months from the date of the Agreement.

The Companies also intend to pay a finder’s fee with respect to acquisition of the Claims pursuant to an Undertaking To Pay Finder’s Fee (the “Undertaking”), provided by the Companies to Boris Mamchur (the “Finder”) on March 9, 2000, in consideration of the Finder’s agency in respect of the Agreement. The Undertaking provides for payment to the Finder in the form of shares of the Companies of (a) 30,000 shares of The Company and 60,000 shares of Pine Channel upon Exchange acceptance of the Agreement; (b) upon Exchange approval, a further 20,000 shares of the Company and 40,000 shares of Pine Channel after aggregate exploration expenditures of \$100,000 and identification of one or more kimberlite structures on the Claims; and (c) upon Exchange approval, a further 20,000 shares of the Company and 40,000 shares of Pine Channel after aggregate exploration expenditures of \$300,000 and confirmation that one or more kimberlite structures on the Claims contains diamonds of greater than 1 mm in diameter. All common shares issued by the Company pursuant to the Undertaking will be subject to a “hold period” of four months from the date of the above-noted Agreement.

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 6th day of April, 2000.

*"Dale W. Hoffman"*

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Dale W. Hoffman, President

SCHEDULE "A"

UNITED CARINA  
RESOURCES CORP.  
CDNX: UCA

Consolidated Pine  
Channel Gold Corp.  
CDNX: KPG

921 - 470 Granville Street, Vancouver, B.C. V6C 1V5

Telephone: (604) 684-5118, Toll Free: 1-800-661-4050 Fax: (604) 682-8566

Web site: <http://www.unitedcarina.com>

E-mail: [info@unitedcarina.com](mailto:info@unitedcarina.com)

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## NEWS RELEASE

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Release No. UK00-03

April 6, 2000  
Vancouver, B.C.

### KIMBERLITE PROSPECT PROPERTIES ACQUIRED

Dale W. Hoffman, President of United Carina Resources Corp. ("Carina") and Consolidated Pine Channel Gold Corp. ("Pine Channel") (the "Companies") is pleased to report that the Companies have entered into a mineral property option agreement (the "Agreement") in which each of Carina and Pine Channel have been granted the right to acquire a 50% interest in two mineral claims, S-133919 and S-133920 (the "Claims"), situated in the Southern Mining District, Saskatchewan. The Claims are in close proximity to the Shore Gold, Shane Resources and War Eagle kimberlite targets, being situated between the War Eagle property and the Fort a la Corne kimberlite field. The Companies intend to explore the Claims for the presence of one or more diamondiferous kimberlite structures.

Under the terms of the Agreement, each of the Companies has paid \$3,000 to Kenneth Charles Gibson (the "Vendor"), in consideration for which the Vendor has granted to each of the Companies the right and option to acquire a 50% interest in the Claims, subject to a 2% net profits royalty interest ("NPI") in favour of the Vendor (the "Option"). The Option will be exercised and Companies' respective interests earned by their making expenditures on exploration of the Claims of, in aggregate, \$200,000 within two years, and issuing common shares to the Vendor as detailed below. The NPI may be reduced to a 1% NPI upon payment to the Vendor of \$3,600,000 at any time up to 1 year following commencement of production from the Claims.

Carina, to earn its interest under the terms of the Option, must (a) issue to the Vendor 50,000 shares upon receipt of Canadian Venture Exchange ("Exchange") acceptance of the Agreement; (b) within 12 months of Exchange acceptance of the Agreement and after its expenditure of \$50,000 on exploration, a further 75,000 shares for each kimberlite structure identified on the Claims, upon Exchange approval; and (c) within 24 months of Exchange acceptance of the Agreement and after its expenditures of an aggregate \$100,000 on exploration, a further 50,000 shares for each diamondiferous kimberlite structure identified on the Claims, where "diamondiferous" means containing diamonds exceeding 1 mm in diameter, upon Exchange approval.

Pine Channel, to earn its interest under the terms of the Option, must (a) issue to the Vendor 80,000 shares upon receipt of Canadian Venture Exchange ("Exchange") acceptance of the Agreement; (b) within

continued.../

12 months of Exchange acceptance of the Agreement and after its expenditure of \$50,000 on exploration, a further 100,000 shares for each kimberlite structure identified on the Claims upon Exchange approval; and (c) within 24 months of Exchange acceptance of the Agreement and after its expenditures of an aggregate \$100,000 on exploration, a further 60,000 shares for each diamondiferous kimberlite structure identified on the Claims, where “diamondiferous” means containing diamonds exceeding 1 mm in diameter, upon Exchange approval.

All common shares issued by the Companies pursuant to the Agreement will be subject to a “hold period” of four months from the date of the Agreement.

The Companies also intend to pay a finder’s fee with respect to acquisition of the Claims pursuant to an Undertaking To Pay Finder’s Fee (the “Undertaking”), provided by the Companies to Boris Mamchur (the “Finder”) on March 9, 2000, in consideration of the Finder’s agency in respect of the Agreement. The Undertaking provides for payment to the Finder in the form of shares of the Companies of (a) 30,000 shares of Carina and 60,000 shares of Pine Channel upon Exchange acceptance of the Agreement; (b) upon Exchange approval, a further 20,000 shares of Carina and 40,000 shares of Pine Channel after aggregate exploration expenditures of \$100,000 and identification of one or more kimberlite structures on the Claims; and (c) upon Exchange approval, a further 20,000 shares of Carina and 40,000 shares of Pine Channel after aggregate exploration expenditures of \$300,000 and confirmation that one or more kimberlite structures on the Claims contains diamonds of greater than 1 mm in diameter. All common shares issued by the Companies pursuant to the Undertaking will be subject to a “hold period” of four months from the date of the above-noted Agreement.

UNITED CARINA RESOURCES CORP.

CONSOLIDATED  
PINE CHANNEL GOLD CORP.

Per: “Dale W. Hoffman”

Per: “Dale W. Hoffman”

For further information contact:

Dale W. Hoffman, President

(604) 684-5118 or toll free: 1-800-661-4050

*The Canadian Venture Exchange has not reviewed and does not accept responsibility  
for the adequacy or accuracy of the content of this news release*