FORM 27

Securities Act (Ontario)

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

1. **Reporting Issuer**:

NFX Gold Inc.
155 University Avenue, Suite 1950
Toronto, Ontario
M5H 3B7

2. **Date of Material Change**:

May 13, 2002

3. **Press Release**:

Press release was issued on May 13, 2002 from Toronto, Ontario.

4. **Summary of Material Change**:

See item 5 below.

5. **Full Description of Material Change**:

NFX Gold Inc. (the "Company") announced on May 13, 2002 that it has issued 3,850,000 common shares of the Company at a deemed price of $0.10 per share to a non-arm's length party, Northfield Inc., in satisfaction of a note payable by the Company to Northfield Inc. in the amount of $385,000. The said shares issued pursuant to this debt settlement are subject to a 12 month "hold period" under applicable securities regulation. As a result of this transaction, Northfield Inc. now owns 8,610,331 common shares of the Company, representing approximately 62% of the Company's outstanding common shares.

6. **Senior Officer:**

Jorge Estepa, Secretary
Telephone: (416) 360-8006

I, **Jorge Estepa, Secretary of the Company**, certify that the foregoing accurately discloses the material change referred to herein.

Dated at Toronto, Ontario the 13th day of May, 2002.

(signed)

Jorge Estepa
Secretary