

This is the form of a material change report required under Section 85(1) of the Securities Act.

FORM 27

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT
BRITISH COLUMBIA

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

NOTE: Every report required to be filed under section 85(1) of the Act shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure".

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS CONFIDENTIAL - SECTION 85", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL".

Item 1. Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer.

LEIGH RESOURCE CORPORATION (the "Company")
Suite 850, 1095 West Pender Street
Vancouver, B.C. V6E 2M6

Item 2. Date of Material Change

August 16, 2000

Item 3. Press Release

State the date and place(s) of issuance of the press release issued pursuant to Section 85(1) of the Act.

Press release was issued by the Company on August 16, 2000 in Vancouver, British Columbia through the facilities of Canadian Corporate News.

Item 4. Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

At the Annual Meeting of the Shareholders of the Company to be held on September 20, 2000, the Company will be seeking approval of a corporate restructuring which will facilitate the recapitalization of the Company.

changing the name of the Company to "Upland Resources Ltd." or such other name as the Board of Directors and regulatory authorities approve;

consolidating the common shares in the capital of the Company, on a 10 shares into one share basis; and

reducing the Company's stated capital by an amount up to the amount of the Company's deficit. This is an accounting procedure which will reduce the Company's deficit but will not have any effect on the Company's shareholders or creditors; and

selling, leasing, or otherwise disposing (including termination of the licenses) of all the Company's interest in the mineral exploration properties on the Solomon Islands on such terms as the Board of Directors of the Company deem appropriate at the time.

Item 5. Full Description of Material Change

Supplement the summary required under Item 4 with the disclosure which should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

This description of the significant facts relating to the material change will therefore include some or all of the following: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the reporting Issuer or its subsidiaries. Specific financial forecasts would not normally be required to comply with this form.

The above list merely describes examples of some of the facts which may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation.

Refer to attached Press Release.

Item 6. Reliance on Section 85(2) of the Act

If the report is being filed on a confidential basis in reliance on Section 85(2) of the Act, state the reasons for such reliance.

INSTRUCTION:

Refer to Section 85(3) of the Act concerning continuing obligations in respect of reports filed pursuant to this subsection.

N/A.

Item 7. Omitted Information:

In certain circumstances where a material change has occurred and a material change report has been or is about to be filed by Section 67(3) of the Act will no longer or will not be relied upon, a reporting Issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be disclosed in full detail in the material change report.

State whether any information has been omitted on this basis and provided the reasons for any such omission in sufficient detail to permit the Commission to exercise its discretion pursuant to Section 169(4) of the Act.

The reasons for the omission may be contained in a separate letter filed as provided in Section 146 of the Regulation.

N/A.

Item 8. Senior Officers

To facilitate any necessary follow-up by the Commission, give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom such senior officer may be contacted by the Commission.

Brian E. Bayley - President - (604) 689-1428

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver this 17th day of August, 2000.

(signed) "Brian E. Bayley
Brian E. Bayley, Director

LEIGH RESOURCE CORPORATION

Suite 850, 1095 West Pender Street, Vancouver, British Columbia V6E 2M6
Telephone: (604) 689-1428 / Fax: (604) 681-4692

August 16, 2000
CDNX

SYMBOL: LRC -

NEWS RELEASE

Leigh Resource Corporation (the "Company") – At the Annual Meeting of the Shareholders of the Company to be held on September 20, 2000, the Company will be seeking approval of a corporate restructuring which will facilitate the recapitalization of the Company.

During the year, by mutual agreement with its joint venture partners, the Company terminated its participation in the Fejaj Permit, Tunisia, and the East Midlands property, United Kingdom. As a result, the Company has no further interest in either of these projects and all of the related costs have been written off. Similarly, four undeveloped oil and gas projects in Alberta were sold. The Company was unable to fund its obligations in any of these projects due to adverse financial markets for junior resource companies; escalating project and maintenance costs, and the uncertainty surrounding the timing of operations in large international projects.

In addition, the political situation in the Solomon Islands and restlessness of the indigenous population has resulted in an indefinite shut-down of all exploration work. It also precludes raising money, directly or through joint ventures, for the projects. As a result, management made the decision to write off all of the costs relating to the Solomon Islands. Any decisions based on various options have been deferred.

A corporate restructuring is essential to enable the Company to secure financing for working capital necessary to pay for its corporate and regulatory obligations and to fund future business opportunities. Accordingly, the following proposals will be presented to the shareholders of the Company for their approval:

- a) changing the name of the Company to "Upland Resources Ltd." or such other name as the Board of Directors and regulatory authorities approve;
- b) consolidating the common shares in the capital of the Company, on a 10 shares into one share basis; and

- c) reducing the Company's stated capital by an amount up to the amount of the Company's deficit. This is an accounting procedure which will reduce the Company's deficit but will not have any effect on the Company's shareholders or creditors; and
- d) selling, leasing, or otherwise disposing (including termination of the licenses) of all the Company's interest in the mineral exploration properties on the Solomon Islands on such terms as the Board of Directors of the Company deem appropriate at the time.

Completion of the transactions are subject to shareholder and regulatory approvals.

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For further information, please contact:

Brian E. Bayley - (604) 689-1428

THE CANADIAN VENTURE EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.