BC FORM 53-901F (Previously Form 27)
ALBERTA FORM 27

Material Change Report
Section 85(1) of the Securities Act (BC)
Section 146(1) of the Securities Act (Alberta)

ITEM 1 Reporting Issuer

New Sleeper Gold Corporation ("New Sleeper" or the "Corporation")
(formerly Upland Resource Corporation)
1111 rue St-Charles Ouest
Bureau 758, Tour Est
Longueuil, Quebec J4K 5G4

ITEM 2 Date of Material Change

March 15, 2004

ITEM 3 Press Release

New Sleeper issued a press release on March 16, 2004. A copy of the press release is attached hereto as Appendix "A".

ITEM 4 Summary of Material Change

New Sleeper has completed the business combination transaction involving the Corporation (as Upland Resource Corporation ("Upland")) and New Sleeper Gold Corp. ("NSGC"), as announced in a press release dated December 31, 2003. The December 31 press release was filed on SEDAR under Upland's public documents.

ITEM 5 Full Description of Material Change

New Sleeper announced, set out in the press release attached hereto as Appendix "A", that it has completed the previously announced business combination transaction involving the Corporation (as Upland) and NSGC.

The business combination included the following steps: (1) Upland's common shares were consolidated on a 2.5:1 ratio; (2) a wholly-owned subsidiary of Upland amalgamated with NSGC and Upland issued to each NSGC shareholder one Upland share for each outstanding NSGC share; and (3) Upland continued under the Canada Business Corporations

Act, changing its name from Upland Resource Corporation to New Sleeper Gold Corporation. All steps were approved by the requisite number of shareholders as required by applicable legislation and the rules of the TSX Venture Exchange. In addition, the following directors have been elected to serve on the board of New Sleeper: David Fennell, James Crombie, Loraine Altenweg, Leanne Baker, Vijay Kirpalani, Bruce McLeod, Peter Nixon and Ian Rozier.

The business combination was approved by the TSX Venture Exchange and New Sleeper's common shares are expected to trade under the stock symbol NWS on or about Thursday, March 18, 2004. After giving effect to the consolidation and the business combination, the Corporation has 37,417,024 common shares issued and outstanding. Holders of Upland common share certificates will receive replacement securities from the Corporation's transfer agent.

Please see the press release attached hereto as Appendix "A".

ITEM 6 Reliance on Section 85(2) of the Act

N / A

ITEM 7 Omitted Information

N / A

ITEM 8 Senior Officers

Further information regarding the matters described in this report may be obtained from James Crombie, President and Chief Executive Officer of the Corporation, who is knowledgable about the material change and may be reached at 450.677.2585.

ITEM 9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Longueuil, Québec, this 19th day of March, 2004.

(Signed) "James Crombie"
James Crombie
President and Chief Executive Officer

APPENDIX "A"
PRESS RELEASE

NEW SLEEPER GOLD CORPORATION

New Sleeper Gold Corporation
1111 rue St-Charles Ouest
Bureau 758, Tour Est
Longueuil, Québec J4K 5G4

Phone: 450-677-2585
Fax: 450-677-2601

March 15, 2004

New Sleeper Gold Corporation (formerly Upland Resource Corporation)
Announces Completion of Business Combination
- New stock symbol: TSXV-NWS

New Sleeper Gold Corporation (formerly Upland Resource Corporation) has completed the business combination with New Sleeper Gold Corp. announced by Upland in a press release dated December 31, 2003.

The business combination included the following steps: (1) Upland's common shares were consolidated on a 2.5:1 ratio; (2) a wholly-owned subsidiary of Upland amalgamated with New Sleeper Gold Corp. and Upland issued to each New Sleeper Gold Corp. shareholder one Upland share for each outstanding New Sleeper Gold Corp. share; and (3) Upland continued under the Canada Business Corporations Act, changing its name from Upland Resource Corporation to New Sleeper Gold Corporation. All steps were approved by the requisite number of shareholders as required by applicable legislation and the rules of the TSX Venture Exchange. In addition, the following directors have been elected to serve on the board of New Sleeper Gold Corporation: David Fennell, James Crombie, Loraine Altenweg, Leanne Baker, Vijay Kirpalani, Bruce McLeod, Peter Nixon and Ian Rozier.

The business combination was approved by the TSX Venture Exchange and New Sleeper Gold Corporation's common shares are expected to trade under the stock symbol **NWS** on or about Thursday, March 18, 2004. After giving effect to the consolidation and the business combination, New Sleeper Gold Corporation has 37,417,024 common shares issued and outstanding. Holders of Upland common share certificates will receive replacement securities from the transfer agent of New Sleeper Gold Corporation.

New Sleeper has recently completed a private placement financing raising approximately Can. $33 million, of which US $20 million was used for the acquisition of a 50% interest in the Sleeper project.

New Sleeper indirectly owns a 50% undivided interest on what is known as the "Sleeper Gold Property" located in the Slumbering Hills, Awakening Mining District, Humboldt County, Nevada (the "Sleeper project") and other assets of Sleeper Mining Company LLC. Its joint venture partner X-Cal Resources Ltd. indirectly owns the other 50% interest in Sleeper project. New Sleeper is the operator of the joint venture.

New Sleeper has recently commenced an exploration program, the main objective of which is to define Mineral Resources (under NI 43-101) from known mineralization, as well as to discover new mineralization. The work program includes core drilling and RC drilling, data compilation, including historic drill log compilation, geological mapping, target definition and refinement, geological field work and survey. Exploration expenditures on the work program for the next 12 months will cost approximately $6 million.

For more information, please refer to the 43-101 Technical Report and Filing Statement filed with the TSX Venture Capital and soon to be available on www.sedar.com under New Sleeper Gold Corporation's public documents.

FORWARD LOOKING STATEMENT

Some of the statements contained in this press release are forward-looking statements. Forward-looking statements are not historical facts, and are subject to a number of risks and uncertainties beyond the control of New Sleeper Gold Corporation, including statements regarding completion and cost of work program, potential mineralization, exploration results and future plans and objectives of New Sleeper Gold Corporation. Resource exploration, development, and operations are highly speculative, characterized by a number of significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral resources but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. There can be no assurance that such statements will prove to be accurate and actual results could differ materially from those suggested by these forward-looking statements for various reasons discussed throughout the Filing Statement (particularly in the section entitled "*Risk Factors*") referred to above.

New Sleeper Gold Corporation is a gold exploration company with a 50% interest in the Sleeper gold project in Nevada. New Sleeper's shares trade on the TSX Venture Exchange (TSXV) under the symbol "NWS".

For further information please contact:

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Note: New Sleeper Gold Corporation's web site is under construction.