

This is the form of material change report required under section 85(1) of the *Securities Act* and section 151 of the *Securities Rules*.

FORM 27

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

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

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".

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".

1 Reporting Issuer

BHR BUFFALO HEAD RESOURCES LTD.
450-999 West Hastings Street
Vancouver, British Columbia
V6C 2W2
Telephone (604) 683-3070

(the "Issuer")

2 Date of Material Change

January 18, 2000

3 Press Release

Issued January 18, 2000 and a copy provided to the Vancouver Stock Exchange on that date. The news release was further disseminated through the facilities of Canada Stockwatch, Market News, Canadian Corporate News and the George Cross Newsletter.

4 Summary of Material Change

The Issuer announced it would not proceed with the proposed Interpass Net Technologies Inc. transaction.

5 Full Description of Material Change

The Issuer announced that it will not be proceeding with the proposed transaction with Interpass Net Technologies Inc. further to its November 18, 1999 news release on the basis that the parties were unable to conclude transaction documents on terms satisfactory to the Issuer and Pacific International Securities Inc. The Issuer will continue to seek other transaction opportunities.

6 Reliance on Section 85(2) of the Securities Act (British Columbia)

Not applicable

7 Omitted Information

No information has been intentionally omitted from this form.

8 Senior Officers

Further information may be obtained from Daniel B. Evans, Secretary of the Issuer 450-999 West Hastings Street, Vancouver, British Columbia, V6C 2W2, (604) 683-3070

9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 18th day of January, 2000.

BHR BUFFALO HEAD RESOURCES LTD.

Signed: "Douglas L. Mason"

Signature

Director

(Official capacity - please print)

Douglas L. Mason

(Please print here name of individual whose signature appears above, if different from name of vendor or agent printed above)

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