

**FORM 27**

**SECURITIES ACT**

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

**ITEM 1. REPORTING ISSUER**

Weymin Mining Corporation (the "Company")  
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**ITEM 2. DATE OF MATERIAL CHANGE**

July 13, 2000

**ITEM 3. PRESS RELEASE**

July 13, 2000, disseminated through the facilities of the Canadian Venture Exchange, Electronic Data Filing, Market News, George Cross and Canada Stockwatch.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The Company announced the signing of a definitive Share Purchase Agreement with Dynamic Technology Investments, Inc. and an extension of the closing date of the Share Purchase Agreement with UCounsel Corporation.

**ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE**

**Weymin Mining Corporation** (the "Company") is pleased to announce that it has signed a definitive Share Purchase Agreement with newly formed Dynamic Technology Investments, Inc. ("DTI"). DTI was established in order to fulfill conditions of a Letter of Intent with Dynamic Systems Engineering Group, Inc. ("DSEG"), a single-source technology solutions provider based in Lafayette, Indiana, U.S.A., that would allow the Company to acquire 51% interest in DSEG and hold CDN \$1,000,000 in current assets. The principal shareholders of DTI are Mr. Steven D. Gregory, President and CEO of DSEG, and Mr. Philip Ramey.

Under the terms of the agreement, dated to close no later than September 30, 2000, the Company will issue 3,000,000 post-consolidation shares in return for 100% ownership of DTI. It is also contemplated that DTI will then hold 51% interest in DSEG and will have

an option to purchase the balance. DTI will have CDN \$1,000,000 in current assets. DSEG will have service contracts valuing CDN \$1,000,000 based upon a valuation method of 7 x net income. In addition, Mr. Steven D. Gregory, will become a Director and Chief Technology Officer of the Company. These agreements are subject to regulatory and shareholder approval.

Mr. Geoffrey T. Trafford, *President* of Weymin Mining Corporation, said “This agreement marks the first step in a partnership that stands to benefit both companies and their respective shareholders. DTI’s expertise and reputation as a single-source technology solutions provider should enable us to execute our business plan and accelerate our development. The partnership further provides us with a U.S. base of operations. We look forward to a successful working relationship.”

Mr. Steven D. Gregory is *President and CEO* of DSEG. “We are very pleased to have signed the Share Purchase Agreement with Weymin Mining Corporation. Weymin, through its proposed Reverse Take-Over (“RTO”) transaction with UCounsel Corporation, is developing innovative products and services for the online healthcare industry and we are excited to become the ‘in-house’ technology partner responsible for their development.”

In a resolution signed by the Board of Directors of the Company on July 11, 2000, the closing date of the Share Purchase Agreement between the Company and UCounsel Corporation has been extended to September 30, 2000 so as to coincide with the closing date of the Share Purchase Agreement between the Company and DTI.

Completion of the transactions is subject to a number of conditions, including but not limited to, Exchange acceptance and disinterested shareholder approval. There can be no assurance that the transactions will be completed as proposed or at all. The Company has not as yet engaged a Sponsor in connection with the RTO and such engagement is also a condition to completion of the transactions.

Investors are cautioned that, except as disclosed in the Management Information Circular to be prepared in connection with the transactions, any information released or received with respect to the transactions may not be accurate or complete and should not be relied upon. Trading in the securities of Weymin Mining Corporation should be considered highly speculative.

Dynamic Systems Engineering Group, Inc. provides single-source technology solutions to businesses ranging in size from small service companies to large multi-national corporations. DSEG customers have come from industries as diverse as Automotive Manufacturing, Heavy Equipment Manufacturing, Pharmaceuticals, Electronics Manufacturing, Finance, Aeronautical and Aerospace Engineering, Retail and Internet E-commerce. The company’s technological services include Network Engineering, Software Engineering, Training and Certification, Computer Graphics, Automated Data Capture and Research and Technology Solutions. In addition, DSEG has forged a Strategic Relationship with Purdue University and this has enabled them to produce customized, computer-based learning applications for a broad range of disciplines and industries. The company was founded in 1998 and is based in the Purdue University Research Park in Lafayette, Indiana, U.S.A.

UCounsel Corporation is a new Internet technology company focused on developing comprehensive, professional mental health and wellness products, services and information. UCounsel provides institutions, corporations and individuals with online access to innovative services including real-time psychological counseling and interactive, research-supported health and wellness courses. UCounsel was founded in 1999 in Vancouver, British Columbia, Canada, by Dr. Robert F. Wilson and a team of experienced business and healthcare professionals. More information about UCounsel Corporation can be found on the company website: [www.ucounsel.com](http://www.ucounsel.com).

**ITEM 6. RELIANCE ON SECTION 85(2) OF THE ACT**

Not applicable.

**ITEM 7. OMITTED INFORMATION**

Not applicable.

**ITEM 8. SENIOR OFFICERS**

Geoffrey T. Trafford, President  
Telephone: (604) 688-9006

**ITEM 9. STATEMENT OF SENIOR OFFICER**

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia on July 24, 2000.

**WEYMIN MINING CORPORATION**

*“Signed”*

**Geoffrey T. Trafford**  
**President**

IT IS AN OFFENCE FOR A PERSON TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACTS OR THESE REGULATIONS THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.