

This is the form of 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

1. Reporting Issuer

Northern Continental Resources Inc.
#560 - 355 Burrard Street
Vancouver, B.C.

2. Date of Material Change

May 8, 2000

3. Press Release

May 8, 2000

4. Summary of Material Change

Company announces a private placement

5. Full Description of Material Change

Private placement consists of 1,000,000 units at the price of \$0.27 per unit, each unit consisting of one common share and one non-transferable share purchase warrant, exercisable at the price of \$0.35 per share for a period of one year.

6. Reliance on Section 67(2) of the Act

N/A

7. Omitted Information

N/A

8. Senior Officers

Contact Person: Charles O'Sullivan
Business Telephone: 685-9255

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, B.C. this 8th day of May, 2000

NORTHERN CONTINENTAL RESOURCES INC.

Per: Charles O'Sullivan"

Charles O'Sullivan, Director
(Name & Title of Signatory)