

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 53-901F
SECURITIES ACT

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

1. Reporting Issuer

NORTHERN CONTINENTAL RESOURCES INC.
#350 - 455 Granville Street
Vancouver, B.C.

2. Date of Material Change

August 20, 2002

3. Press Release

August 20, 2002.

4. Summary of Material Change

The Issuer announced the signing of a letter of intent with Eagle Plains Resources Ltd. on the Abo Gold Project to earn a 60% interest.

5. Full Description of Material Change

To acquire a 50% interest in the Abo Gold Project, the Issuer has agreed to pay to Eagle Plains a total of \$10,000 and issue 1.2 million shares of Northern Continental Resources Inc. (NCR) to Eagle Plains Resources Ltd. (EAP) to be paid as follows:

- (a) Pay \$10,000 and issue 400,000 shares to Eagle Plains on receipt of TSX Venture Exchange acceptance of a formal agreement;
- (b) issue an additional 800,000 shares to Eagle Plains over a five year period; and
- © complete \$1.5 million in exploration expenditures on the property over a five year period.

To earn the additional 10% interest, CR shall spend an additional 1.5 million in exploration and development expenditures on the property and issue an additional 500,000 shares over a five year period. NCR may continue to earn additional 10% interests until it has earned the full 100% interest by spend 1.5 million on the property in expenditures and issue an additional 500,000 shares to EAP over each 3 year period. A 2% NSR is payable which may be acquired for \$2,500,000

A finder's fee of 100,000 shares is to be paid to Bernard Kreft on acceptance of the agreement and a further 200,000 shares will be payable to the finder by NCR when it has earned its first 50% interest.

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

N/A

7. Omitted Information

N/A

8. Senior Officers

Contact Person: Frank Callaghan, President
Business Telephone: 669-6463

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, B.C. this 20 th day of August, 2002

NORTHERN CONTINENTAL RESOURCES INC.

Per: "Audrey Dinning"

Audrey Dinning, Secretary
(Name & Title of Signatory)