This is the form of a material change report required under Section 67 (1) of the Securities Act.

FORM 27

Securities Act (British Columbia)

Material Change Report Under Section 67(1) of the Act

1. Reporting Issuer

Geostar Metals Inc.
1255 West Pender Street
Vancouver, B.C. V6E 2V1

2. Date of Material Change

November 16, 1999

3. Press Release

The press release for Geostar Metals Inc. (the "Company") dated November 16, 1999 was forwarded to the Vancouver Stock Exchange and BC Securities Commission via SEDAR and disseminated via Vancouver Stockwatch, Market News, and George Cross Newsletter.

A copy of the press release is attached as Schedule "A".

4. Summary of Material Change

Geostar Metals announces settlement of debt and private placement.

5. Full Description of Material Change

Geostar Metals Inc. (the “Company”) is pleased to announce that it has negotiated a private placement in the amount of $630,000 net to the treasury. This private placement is contingent on an agreement having been reached with the Company’s major creditors, under which the Company will issue shares for debt in accordance with guidelines set out by the Vancouver Stock Exchange. Such agreement with the creditors has now been reached to the satisfaction of the subscribers to the private placement.

The private placement involves the sale of 2,520,000 Units at a price of $0.25 per Unit. Each Unit comprises one common share in the capital of the Company, and one non-transferable share purchase warrant. Each such warrant entitles the holder to purchase one common share of the Company for $0.25 during the first year and for $0.30 during the second year of a two-year term. There is a finder’s fee of $15,000 payable in common shares of the Company in connection with this private placement. The securities issued for the private placement will be subject to a hold period in accordance with regulatory policy.

In an accommodation reached with certain principal creditors of the Company, they will receive shares for debt in the number of one common share for each $0.25 of debt outstanding. This will result in 1,604,096 shares being issued to retire $401,024 in debts.

The above listed transactions are subject to acceptance for filing by the Vancouver Stock Exchange. The proceeds of the private placement will be partly used to retire long term obligations of the Company, after which the Company will be debt free, with working capital of approximately $150,000.

Geostar is pursuing the development of nickel laterite resources in the Philippine Islands with the objective of establishing an appropriate laterite reserve to be combined with leading edge hydrometallurgical process technology. Management sees this type of combination as the key to being a profitable participant in nickel production in the coming decade.

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

N/A

7. Omitted Information

N/A

8. Senior Officers

The following Senior Officer of the Company is available to answer questions regarding this report:

Sharon Lewis, Secretary

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

The undersigned hereby certifies that the statements made in this report are true and correct.

DATED at Vancouver, British Columbia, this 16th day of November, 1999.

Geostar Metals Inc.
(Name of Issuer)

Per:
"Sharon Lewis"
(Signature of authorized signatory)

Sharon Lewis, Secretary
(Name and office of authorized signatory)

GEOSTAR METALS INC.
1255 West Pender Street
Vancouver, B.C. V6E 2V1

Telephone (604) 669-4899   Fax Line (604) 685-2345

NEWS RELEASE 99-03 November 16, 1999

SETTLEMENT OF DEBT AND PRIVATE PLACEMENT

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Original signed by Michael A. Reimann

Michael A. Reimann
President & CEO

Contact: Investor Relations at (604) 669 4899