AMBLIN RESOURCES INC.
Suite 1000, 355 Burrard Street
Vancouver, British Columbia
V6C 2G8
Tel: (604) 608-1778
Fax: (604) 608-6155

ALBERTA SECURITIES COMMISSION
MARKET SURVEILLANCE/CONTINUOUS DISCLOSURE
19th Floor, 10025 Jasper Avenue
Edmonton, Alberta
T5K 3Z5
Attention: Executive Director

BRITISH COLUMBIA SECURITIES COMMISSION
STATUTORY FILINGS
1100 - 865 Hornby Street
Vancouver, British Columbia
V6Z 2H4
Attention: Executive Director

SASKATCHEWAN SECURITIES COMMISSION
CONTINUOUS DISCLOSURE
800, 1920 Broad Street
Regina, Saskatchewan
S4P 3V7
Attention: Executive Director

Dear Sirs:

Re: Amblin Resources Inc.
MATERIAL CHANGE REPORT UNDER SECTION 118 of the SECURITIES ACT (ALBERTA), SECTION 85 of the SECURITIES ACT (BRITISH COLUMBIA), and SECTION 84 of the SECURITIES ACT (SASKATCHEWAN)

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of Amblin Resources Inc. (the "Corporation"). For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act* (Alberta), Form 27 of the *Securities Act* (British Columbia) and Form 25 of the *Securities Act* (Saskatchewan). Concurrent with this filing, this letter is being filed with The Alberta Stock Exchange, being the only Exchange on which the Corporation's shares are currently listed.

Item 1 - Reporting Issuer

AMBLIN RESOURCES INC.
Suite 1000, 355 Burrard Street
Vancouver, British Columbia
V6C 2G8
Tel: (604) 608-1778
Fax: (604) 608-6155

Item 2 - Date of Material Change

The material changes occurred on November 26, 1999.

Item 3 - Publication of Material Change

A Press Release will be issued on or around November 29, 1999.

Item 4 - Summary of Material Change

On November 26, 1999 the Corporation closed the private placement of a total of 542,000 units of the Corporation.

Item 5 - Full Description of Material Changes

The Corporation has closed the private placement of 542,000 units at a price of $0.50 per unit effective November 26, 1999. Each unit ("Unit") entitles the holder to one common share ("Common Share") of the Corporation and one half of one share purchase warrant ("Warrant"). Each whole Warrant entitles the holder thereof to purchase one additional Common Share of the Corporation at a purchase price of $0.75 per share, on or before November 26, 2000.

Gross proceeds from the private placement were $271,000. The Corporation intends to use the proceeds for to acquire an interest in ModernGroove Entertainment International Inc., as announced on October 13, 1999.

Item 6 - Reliance on Section 118(4) of the *Securities Act* (Alberta), Section 85(2) of the *Securities Act* (British Columbia) or Section 84(2) of the *Securities Act* (Saskatchewan))

Not applicable

Item 7 - Omitted Information

Not applicable

Item 8 - Senior Officer

The name of a Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

Mr. Les V. Arduini, Chief Financial Officer
Tel: (604) 608-1778

<u>Item 9 - Statement of a Senior Officer</u>

The foregoing accurately discloses the material change referred to in this report.

DATED at Vancouver, British Columbia, this 26th day of November, 1999.

Yours truly,

Amblin Resources Inc.

Per: ***<u>"Les Arduini"</u>***
Les V. Arduini, Chief Financial Officer