This is the form of a material change report required under section 85(1) of the *Securities Act* (British Columbia), section 118(1) of the *Securities Act* (Albert) and section 151 of the *Securities Rules* (British Columbia).

FORM 53-901.F
(previously Form 27)

MATERIAL CHANGE REPORT UNDER
SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA) AND
SECTION 118(1) OF THE *SECURITIES ACT* (ALBERTA)

This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

IF THIS REPORT IS FILED ON A CONFIDENTIAL BASIS, PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS “CONFIDENTIAL - SECTION 85” AND FILE IN AN ENVELOPE MARKED “CONFIDENTIAL - ATTENTION: SUPERVISOR, FINANCIAL REPORTING”.

1. Reporting Issuer

Clearview Mineral Resources Corp.
Suite 711 - 475 Howe Street
Vancouver, B.C.
V6C 2B3
(the “Issuer”)

2. Date of Material Change

October 4, 2002

3. Press Release

A press release was filed on October 4, 2002.

4. Summary of Material Change

The Issuer announced that it has agreed to a private placement of up to 1,000,000 units at a price of $0.13 per unit. Each unit will be comprised of one common share in the capital of the Company and one non-transferable share purchase warrant. Each warrant will entitle the holder to purchase one additional common share of the Company for a period of two years at a price of $0.15 per share during the first year and at a price of $0.17 per share during the second year. The shares included in the Units and the shares issueable on the exercise of the warrants are to be qualified as “flow-through” shares under the *Income Tax Act*.

5. Full Description of Material Change

The Issuer announced that it has agreed to a private placement of up to 1,000,000 units at a price of $0.13 per unit to raise maximum gross proceeds of $130,000. Each unit will be comprised of one common share in the capital of the Company and one non-transferable share purchase warrant. Each warrant will entitle the holder to purchase one additional common share of the Company for a period of two years at a price of $0.15 per share during the first year and at a price of $0.17 per share during the second year. The shares included in the Units and the shares issueable on the exercise of the warrants are to be qualified as “flow-through” shares under the *Income Tax Act*.

The Closing of the private placement is subject to regulatory approval.

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

N/A

7. Omitted Information

No information has been intentionally omitted from this form.

8. Senior Officers

The following senior officer of the Issuer may be contacted about the material change:

Mr. Hans Schwabl, Director
Telephone: (604) 685-4170

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, on October 22, 2002.

CLEARVIEW MINERAL RESOURCES CORP.

By: "E.S. Metcalf"
Evelyn Metcalf, Secretary