FORM 53-901F *SECURITIES ACT* (BRITISH COLUMBIA) MATERIAL CHANGE REPORT UNDER SECTION 85(1)
FORM 27 *SECURITIES ACT* (ALBERTA) MATERIAL CHANGE REPORT UNDER SECTION 118(1)
FORM 27 *SECURITIES ACT* (ONTARIO) MATERIAL CHANGE REPORT UNDER SECTION 75 (2)
(YUKON) MATERIAL CHANGE REPORT UNDER NATIONAL POLICY 40
FORM 27 *SECURITIES ACT* (QUEBEC) MATERIAL CHANGE REPORT UNDER SECTION 73 OF THE ACT

[NOTE: Every report required to be filed under the foregoing Acts shall be sent to the Commission in an envelope addressed to the Commission and marked “Continuous Disclosure”]

[NOTE: If this report is filed on a confidential basis, put at the beginning of the report in block capitals "CONFIDENTIAL ", and everything that is required to be filed shall be placed in an envelope to the Commission marked “CONFIDENTIAL”]

1. Reporting Issuer

Gabriel Resources Ltd. (“Gabriel”)
1501 – 110 Yonge Street
Toronto, Ontario
M5C 1T4

Phone: (416) 955-9200

2. Date of Material Change

February 21, 2002.

3. Press Release

The press release was dated February 21, 2002 and was released to The Toronto Stock Exchange and through various other approved public media.

4. Summary of Material Change

SNC Lavalin Engineers & Constructors Inc. (“SLE&C”) has concluded that a nominal plant throughput of 13 million tonnes per annum (“mtpa”) was an optimum plant capacity upon which to base the basic engineering phase of development of Gabriel’s 80% owned Rosia Montana project in Romania. SLE&C has now been engaged to undertake and complete the basic engineering phase of development.

5. Full Description of Material Change

<u>Optimum Plant Capacity</u>

Following receipt of two definitive feasibility studies in 2001 on Gabriel’s 80% owned Rosia Montana project in Romania, Gabriel began the process of determining an appropriate plant capacity upon which to base the basic engineering phase of development.

SLE&C was engaged to determine an optimal plant capacity and concluded that a nominal plant throughput of 13 million tonnes per annum ("mtpa") was a suitable rate, based upon proven equipment sizing. Gabriel's subsequent financial analysis indicated that such a plant capacity provided an appropriate blend of strong project economics and capital cost parameters. SLE&C has now been engaged to undertake and complete the basic engineering phase of development by the end of the third quarter of 2002.

Updated Financial Analysis

Gabriel has updated its financial analysis of the Rosia Montana project to reflect a 13 mtpa plant throughput. This analysis suggests that the economics of the 13 mtpa scenario closely approximate those of the 20 mtpa case, which formed the basis of the initial definitive feasibility study on Rosia Montana, while requiring substantially less total initial capital.

A summary of the updated project economics, on a 100% project basis and assuming owner mining, are as follows:

Plant Throughput		13 Mtpa	
Reserves		10.4 Moz Gold 52.0 Moz Silver	
Mine Life		16.2 years	
Average Annual Gold Production[1]		504,000 oz	
Initial Capital Cost (Millions)		US$253	
Working Capital (Millions)		US$5.3	
Sustaining Capital (Millions)[1]		US$126	
Cash Operating Costs[1 2]		US$107	
Total Cash Costs[1 2]		US$113	
Total Production Costs[1 2]		US$157	
		Gold Price	
		US$ 275	US $300
Internal Rate of Return[3]		29.4%	33.8%
Net Present Value (Millions)	(0%	US$911	US$1.102
Net Present Value (Millions)	(5%	US$489	US$604
Net Present Value (Millions)	(10%	US$266	US$341
Pay Back Period (Years)		2.8	2.5

1. Over the life of the mine.
2. Per ounce gold net of silver credits
3. 100% equity basis.

Appointment of Project Manager

Gabriel has appointed Jim Tapp as its project manager responsible for supervising the development of the Rosia Montana project. Mr. Tapp is a mechanical engineer with more than 20 years experience in the development of international projects.

Project Development Timetable and Information

Gabriel anticipates that basic engineering will be completed by the end of the third quarter of 2002, thereby allowing the tender and awarding of an EPC or EPCM contract to be completed during the first quarter of 2003. Commencement of construction is currently targeted to begin during the second quarter of 2003.

Summary of Additional Details

A summary of additional details of the updated financial analysis of the Rosia Montana project, based upon a 13 mtpa throughput, on a 100% project basis and assuming owner mining, are set forth in the following table.

1.	**Reserves**	
	Proven and Probable Reserves	
	Tonnes	208,296,000
	Grade	
	- Grams per tonne gold	1.56
	- Grams per tonne silver	7.8
	Contained Ounces	
	-Gold	10,441,000
	-Silver	52,045,000
	Recovered Metal (Ounces)	
	-Gold	8,576,000
	-Silver	28,375,000
2.	**Mining and Processing**	
	Plant Throughput (tonnes)	
	-Annual	13,000,000
	Ore Mined (tonnes)	
	-Total	208,296,000
	Waste Mined (tonnes)	
	-Total	179,213,000
	Waste to Ore Stripping Ratio	0.86:1
	Mine Life (Years)	16.2
	Mining	Conventional Open Pit
	Processing	Conventional Mill / CIL
	Metallurgical Recovery	
	-Gold	82.1%
	-Silver	54.5%
3.	**Capital Costs** (US Dollars)	

	Initial Capital (Millions)	
	-Mining	$29.1
	-Mining Pre-Stripping	$14.8
	-Process Plant and Infrastructure	$148.8
	-Tailings Management Facility (Stage 1)	$13.0
	-Owners' Costs	$47.0
	Total:	$252.7
	Sustaining Capital (Millions)	
	-Mining	$45.7
	-Process Plant and Infrastructure	$2.0
	-Tailings Management Facility	$37.1
	-Owners' Costs	$41.0
	Total:	$125.8
4.	**Operating Costs** (US Dollars)	
	Onsite Operating Costs	
	-Per Tonne of ore	
	-Mining	$1.53
	-Processing	$3.10
	-General and Administrative	$0.33
	Total:	$4.96
	Cash Operating Costs	
	-Per ounce of gold	
	-Mining	37
	-Processing	75
	-Administration	8
	-Refining, treatment and transport	3
	-Silver by-product credit	(16)
	Cash operating cost	107
	-Royalty	6
	Total cash cost	113
	-Depreciation and amortization	42
	-Reclamation	2
	Total production cost	157

Certain of the statements made may contain forward-looking statements which involve known and unknown risk, uncertainties and other factors which may cause the actual results, performance or achievements of Gabriel to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. Gabriel will not update forward-looking statements as conditions change.

Rosia Montana Project
Project Summary – 13mtpa

	YEAR											
	-1	1	2	3	4	5	6	7	8	9	10	11 – 16 Ave.	Totals
Mining													
Ore Mined 000 t	997	10,521	12,473	12,640	12,684	13,052	13,580	13,871	13,730	13,730	13,564	12,412	208,296
Waste 000 t	10,500	3,042	3,704	4,579	12,144	11,759	15,141	14,835	14,984	14,982	12,533	9,777	179,213
Strip Ratio	10.53	0.29	0.30	0.36	0.96	0.90	1.11	1.07	1.09	1.09	0.92	0.79	0.86
Treatment													
Mill Feed Qty 000 t	-	11,518	12,473	12,640	12,684	13,052	13,580	13,871	13,730	13,730	13,564	12,412	208,296
Head Grades													
Gold g/t Au	-	1.67	1.70	1.95	1.74	1.94	1.66	1.56	1.47	1.57	1.46	1.38	1.56
Silver g/t Ag	-	10.5	14.5	14.6	11.6	10.7	7.3	5.1	4.3	5.0	7.4	5.8	7.5
Metallurgical Recoveries													
Gold %		81.8%	82.7%	84.7%	83.5%	85.6%	83.0%	80.9%	78.9%	80.0%	79.9%	81.8%	82.1%
Silver %		51.8%	51.6%	51.3%	52.9%	53.4%	54.3%	53.4%	52.1%	52.2%	52.5%	60.0%	54.5%
Metal Production													
Gold ozs	-	505	564	671	593	697	601	563	511	552	508	451	8,576
Silver ozs	-	2,022	3,004	3,039	2,513	2,406	1,720	1,225	986	1,152	1,703	1,379	28,375
Total Cash Costs (after Ag credits) $US/oz Au	-	94	88	76	97	86	113	127	144	134	132	125	113

6: Reliance on Section 85 (2) of the *Securities Act* (British Columbia) or Reliance on Section 118 (2) of the *Securities Act* (Alberta) or Reliance on Section 75 (3) of the *Securities Act* (Ontario) or Reliance on National Policy No. 40 (Yukon) or Reliance on Section 73 of the *Securities Act* (Quebec)

Not applicable

7. Omitted Information

Not applicable.

8. Senior Officers

The following senior officer of Gabriel is knowledgeable about the material change and may be contacted by the Commission at the following address and telephone number:

Frank D. Wheatley
Vice-President and General Counsel
Suite 1501 – 110 Yonge Street
Toronto, Ontario
M5C 1T4

(416) 955-9200

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 26th day of February, 2002.

"Frank D. Wheatley"

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Frank D. Wheatley
Vice-President and General Counsel