This is the form of a material change report required under Section 85(1) of the Securities Act.

BC FORM 53-901F

SECURITIES ACT

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

NOTE: 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.

NOTE: Every report required to be filed under section 85(1) of the Act shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure".

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS, PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL – SECTION 85", AND PLACE EVERYTHING THAT IS REQUIRED TO BE FILED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL".

Item 1. Reporting Issuer

CVL Resources Ltd., 1220 – 800 W. Pender Street, Vancouver, B.C. V6C 2V6, Tel: 604-685-6851, Fax: 604-685-6493

Item 2. Date of Material Change

January 9, 2002

Item 3. Press Release

Pursuant to Section 85(1) of the Act the Press Release was issued on January 14, 2002.

Copy of the Press Release is attached as Schedule "A"

Item 4. Summary of Material Change

Subject to CDNX approval the shareholders of the Company approved a name change from CVL Resources Ltd. to Newport Exploration Ltd. together with a consolidation of 10 old shares for every one new share.

Item 5. Full Description of Material Change

Subject to CDNX approval and pursuant to its Annual General Meeting held on January 9, 2002 the Company received shareholder approval to change its name from CVL Resources Ltd. to Newport Exploration Ltd. The new name has been reserved with the CDNX and the BC Registrar of Companies. Further to the same meeting the Company's shareholders approved the consolidation of the Company's share capital on the basis of 10 old shares for one new share. The Company also passed a Special Resolution, to Alter the Memorandum changing the authorized capital to 100,000,000 shares post consolidation.

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

Not Applicable

INSTRUCTION

Refer to Section 85(3) of the Act concerning continuing obligations regarding reports filed under this subsection.

Not Applicable

Item 7. Omitted Information:

In certain circumstances where a material change has occurred and a material change report has bee or is about to be filed but Section 85(3) of the Act will no longer or will not be relied upon, a reporting Issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be disclosed in full detail in the material change report.

State whether any information has been omitted on this basis and provide the reasons for any omission in sufficient detail to permit the Commission to exercise its discretion under Section 169(4) of the Act.

The reasons for the omission may be contained in a separate letter filed as provided in Section 151 of the Rules.

Not Applicable

Item 8. Senior Officers

Give the name and business number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom the Commission may contact that senior officer.

Barbara Dunfield, Director
Telephone: (604) 685-6851

Item 9. <u>Statement of Director</u>

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, this 14th day of January 2002.

CVL RESOURCES LTD.

Per:

"Barbara Dunfield"
Director

SCHEDULE "A"

CVL RESOURCES LTD.
1220 – 800 W. Pender Street
Vancouver, B.C. V6C 2V6 CANADA
Tel: 604-685-6851 Fax: 604-685-6493

January 14, 2002
Trading Symbol: CVL (CDNX.BC)

NEWS RELEASE

NAME CHANGE AND CONSOLIDATION

Mr. Ian Rozier, President, announces that pursuant to its Annual General Meeting held on January 9, 2002 the Company received shareholder approval to change its name from CVL Resources Ltd. to Newport Exploration Ltd. The new name has been reserved with the CDNX and the BC Registrar of Companies. In conjunction with the name change shareholders' approved the consolidation of the Company's share capital on a 10 old shares for one new share basis. The Company also passed a Special Resolution, to Alter the Memorandum changing the authorized capital to 100,000,000 shares post consolidation. Although approved by the shareholders the name change and consolidation is subject to CDNX approval.

The Company currently has 42,288,500 shares outstanding and will have 4,228, 850 post consolidation. The Company proposed the consolidation due to an inability to raise funds at the current price levels without suffering immense dilution.

The Company is also pleased to announce that Barbara Dunfield has been named as Chief Financial Officer and Director of the Company. Ms. Dunfield, who will also act as Corporate Secretary has an MBA from Simon Fraser University and over 20 years experience in the financing and managing of public companies.

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For Further Information Contact:
Barbara Dunfield
604-685-6851