FORM 53-901F
(Previously Form 27)

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

1. **Reporting Issuer**

   War Eagle Mining Company Inc.
   Suite 420, 475 Howe Street
   Vancouver, British Columbia V6C 2B3

2. **Date of Material Change**

   April 16, 2002

3. **Press Release**

   The Press Release dated April 16, 2002 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**

   The Company announces the signing of a exploration agreement on the Prophet River prospect with Strategic Metals Ltd. of Vancouver.

5. **Full Description of Material Change**

   See attached press release dated April 16, 2002.

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

   Not Applicable

7. **Omitted Information**

   Not Applicable

8. **Senior Officers**

   Terence Schorn, President
   (604) 606-7971

9. **Statement of Senior Officer**

   The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia on the 16th day of April, 2002.

WAR EAGLE MINING COMPANY INC.

Per: *"Terence Schorn"*
Terence Schorn, President

Schedule “A”

WAR EAGLE MINING COMPANY INC.
420 - 475 Howe Street,
Vancouver, BC
V6C 2B3

April 16, 2002 **CDNX Symbol WEM**
SEC. No. 82-2008 **CUSIP. No. 933901100**

NEWS RELEASE

Joint Venture Agreement Signed, Prophet River Germanium/Gallium/Zinc Prospect British Columbia

Terence Schorn, President of War Eagle Mining Company Inc. is pleased to announce the signing of an exploration agreement on the Prophet River prospect with Strategic Metals Ltd. of Vancouver.

The Prophet River prospect contains high grade germanium/gallium/zinc occurrences. This prospect has a major advantage over most other germanium/gallium showings because it is unoxidized and associated with sulfide mineralization, which means the germanium and gallium should be amenable to concentration by flotation methods.

The germanium and gallium occur with sphalerite and, therefore, zinc is a potential co-product and an important pathfinder element. The exploration target is a linear, north trending, 2.5 km long zone outlined by zinc soil geochemical anomalies and widespread germanium/gallium/zinc bearing outcrops and float.

A bulk sample across a 2.1 metre width at the Wolverine Showing near the center of the zone reportedly assayed 6.28% zinc, 0.36% lead, 400 g/t germanium and 30 g/t gallium. A second bulk sample collected across a 1.3 metre width from the Nose Showing 1000 metres further along strike to the south contained 22.69% zinc, 0.01% lead, 1500 g/t germanium and 40 g/t gallium.

It may be possible that production from this property could be treated and sold in conjunction with ore from War Eagle’s Tres Marias mine.

The property is located in northeastern British Columbia and consists of 14 claims lying some 55 km west of the Alaska Highway. A service road to a producing gas well extends about 10 km toward the property from the highway.

Strategic will be the project operator and the work will be carried out by Archer, Cathro & Associates (1981) Limited. The work program for 2002, which is planned to commence in July, will include hand trenching, deep auger soil sampling, mapping and sampling.

Subject to regulatory approval, War Eagle has a commitment to issue 200,000 of its common shares to Strategic and fund a minimum work program as to $100,000 during 2002. Thereafter, War Eagle is to issue 50,000 shares in 2003 and 50,000 further shares in 2004 and fund exploration work programs totaling a further $900,000 over the next four years to earn a 50% interest in the property. Strategic would then participate as to its 50% interest.

For further information, please contact Giuliano Tamburrino, Director at 1-877-297-9238 or Bob Faris, Vice President, Corporate Development at 1-800-877-1626 or 604-606-7973.

“Terence F. Schorn, P. Geo”
President, War Eagle Mining Company Inc.