This is the form of material change report required under section 85(1) of the Securities Act and section 151 of the Securities Rules.

FORM 27

Securities Act

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

Item 1. **Reporting Issuer**

G W R RESOURCES INC.
Box 545
Armstrong, B.C.
V0E 1B0

Item 2. **Date of Material Change**

February 2, 2000

Item 3. **Press Release**

February 2, 2000; Vancouver, B.C.

Item 4. **Summary of Material Change**

The Company is arranging, subject to regulatory approval, a private placement of up to 434,783 units at a price of $0.23 per unit for gross proceeds of $100,000.

Item 5. **Full Description of Material Change**

The Company is arranging, subject to regulatory approval, a private placement of up to 434,783 units at a price of $0.23 per unit for gross proceeds of $100,000.

Each unit will consist of one share plus one non-transferable warrant to purchase an additional share for a period of 2 years at a price of $0.23 per share in the first year and $0.27 in the second year.

The proceeds of the private placement will be used to fund the Company's ongoing drill program on the Ann claims, which started in November, 1999. The Company has now begun the 8th drill hole. Upon completion of this drill program and compilation of the results, a news release will be issued.

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

N/A

Item 7. **Omitted Information**

N/A

Item 8. **Senior Officers**

Irvin Eisler, President
Tel: (250) 546-8048

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED this 2nd day of February, 2000.

"Irvin Eisler"
(signature)

Irvin Eisler
Name

Director
Position

Vancouver, B.C.
Place of Declaration