

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**

November 5, 1999

**Item 3.      Press Release**

February 16, 2000; Vancouver, B.C.

**Item 4.      Summary of Material Change**

The Company is pleased to announce that it has purchased, subject to securities regulatory approval, an additional undivided 35% interest in the Ann claims, which form part of the Company's Lac La Hache properties near Lac La Hache, British Columbia. The Company will now own 100% of the Ann claims, subject to a pre-existing 5% net profits royalty. The consideration for this acquisition is the issuance of 300,000 common shares.

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

The Company is pleased to announce that it has purchased, subject to securities regulatory approval, an additional undivided 35% interest in the Ann claims, which form part of the Company's Lac La Hache properties near Lac La Hache, British Columbia. The Company will now own 100% of the Ann claims, subject to a pre-existing 5% net profits royalty. The consideration for this acquisition is the issuance of 300,000 common shares.

One of the vendors is a cease-traded British Columbia reporting company, which was struck from the register of companies for failing to file annual reports. Accordingly, in order to close this acquisition, it will be necessary to restore this company to the register of companies and to obtain the approval of the British Columbia Securities Commission. The Company is confident that this can be accomplished within a couple of months, but there can be no assurance.

**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 18<sup>th</sup> day of February, 2000."Irvin Eisler"

(signature)

Irvin Eisler

Name

President

Position

Vancouver, B.C.

Place of Declaration