

FORM 27
MATERIAL CHANGE REPORT UNDER SECTION 75(2)
OF THE ACT

ITEM 1 Reporting Issuer

MacDonald Oil Exploration Ltd.
1100, 350 Bay Street, Toronto, Ontario M5H 2S6

ITEM 2 Date of Material Change

August 2, 2000

ITEM 3 Press Release

August 2, 2000

ITEM 4 Summary of Material Change

see #5 below

ITEM 5 Full Description of Material Change

Toronto, Canada, August 2, 2000 – **Northfield Capital Corporation (CDN-NFDC.A)** of Toronto ("Northfield Capital") has agreed to acquire ownership of 4,090,409 common shares representing 14.7% of the issued and outstanding common shares of **MacDonald Oil Exploration Ltd. (CDN-MACO)** (the "Company") for \$251,560. The Company currently has 27,900,759 shares issued and outstanding. After giving effect to the transaction, Northfield Capital's holdings of common shares of the Company will be 4,310,909 common shares representing a total of 15.5% of the issued and outstanding common shares of the Company. The transaction between the parties is by private agreement.

Northfield Capital has acquired the above-referenced common shares for investment purposes and may, depending on market and other conditions, increase or decrease its beneficial ownership, control or direction over the common shares or other securities of the Company, through market transactions, private agreement, treasury issuances, exercise of convertible securities or otherwise.

The vendors **MacDonald Mines Exploration Ltd. (CDNX-MMP.A)** ("MacDonald Mines") and Cornelian Corporation, a private company controlled by Frank C. Smeenck, will sell 3,397,261 (its entire holdings) and 693,148 common shares, respectively. Mr. Smeenck is Chairman of MacDonald Mines, a director of the Company and a director of Northfield Capital and will retain 1,200,000 common shares of the Company. The share purchase transaction will be completed following the conclusion of the currently adjourned annual and special meeting of the Company, which was convened on May 4, 2000.

ITEM 6 Reliance on Section 75(3) of the Act

n/a

ITEM 7 Omitted information

n/a

ITEM 8 Senior Officers

Robert D. Cudney, (416) 865-1625

ITEM 9 Statement of Senior Officer

The foregoing accurately discloses the material changes referred to herein.

DATED at the City of Calgary, this 2nd day of August, 2000.

MACDONALD OIL EXPLORATION LTD.

per: (signed) "Robert D. Cudney"
Robert Cudney, President and CEO