

FORM 27

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 67(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 67(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 67", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL".

Item 1. Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer.

New Sage Resources Ltd.
999 West Hastings Street
Suite 1650
Vancouver, B.C., V6C 2W2

Item 2. Date of Material Change

November 1, 2000

Item 3. Press Release

State the date and place(s) of issuance of the press release issued pursuant to Section 67(1) of the Act.

November 1, 2000 - Vancouver, BC

Item 4. Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

New Sage Resources Ltd. (the "Company") announces a proposed change of business / reverse takeover.

Item 5. Full Description of Material Change

Supplement the summary required under Item 4 with the disclosure which should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

This description of the significant facts relating to the material change will therefore include some or all of the following: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purposes, financial or dollar values, reasons for the change, and a general comment on the probable impact on the report Issuer or its subsidiaries. Specific financial forecasts would not normally be required to comply with this form.

The above list merely describes examples of some of the facts which may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation.

Please refer to attached News Release.

Item 6. Reliance on Section 67(2) of the Act

If the report is being filed on a confidential basis in reliance on Section 67(2) of the Act, state the reasons for such reliance.

INSTRUCTION:

Refer to Section 67(3) of the Act concerning continuing obligations in respect of reports filed pursuant to this subsection.

N/A.

Item 7. Omitted Information

In certain circumstances where material change has occurred and a material change report has been or is about to be filed by Section 67(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.

(3)

State whether any information has been omitted on this basis and provide the reasons for any such omission in sufficient detail to permit the Commission to exercise its discretion pursuant to Section 151(3) of the Act.

The reasons for the omission may be contained in a separate letter filed as provided in Section 146 of the Regulation.

N/A.

Item 8. Senior Officers

To facilitate any necessary follow-up by the Commission, give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom such senior officer may be contacted by the Commission.

Rodney N. Duncan, 682-6106

Item 9. Statement of Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia this 1st day of November, 2000.

"Rodney N. Duncan"

Director

NEW SAGE RESOURCES LTD.

SUITE 1650, 999 WEST HASTINGS STREET, VANCOUVER BRITISH COLUMBIA V6C 2W2
TELEPHONE: (604) 682-6106 FACSIMILE: (604) 669-1605 E-MAIL: DUNEAGLE@TELUS.NET

CANADIAN VENTURE EXCHANGE ("CDNX")
TRADING SYMBOL "NWG"

November 1, 2000

NEWS RELEASE

New Sage Resources Ltd. (the "Company") announces that it has reached an agreement to acquire 100% of a private Nevada USA corporation engaged in the development of a new generation of high efficiency fiber transport solutions to address the explosive growth of Internet traffic volumes. The acquisition is subject to both companies completing a preliminary due diligence by November 30, 2000 to the satisfaction of the respective boards of directors. The transaction will be a change of business / reverse takeover under CDNX policies which will require the Company's shares to remain halted pending sponsor and CDNX review.

On completion of the due diligence and board approval, it is anticipated that a formal acquisition agreement will be signed. Further particulars will be released at that time.

The Company also announces that the \$200,000 private placement announced October 19, 2000 is part and parcel of the foregoing transaction as the proceeds are required for due diligence and other work relative to the pending acquisition.

For further information please contact the Company at (604) 682-6106.

On Behalf of the Board

NEW SAGE RESOURCES LTD.

"Rodney N. Duncan"

Rodney N. Duncan
President and Director

The Canadian Venture Exchange has not reviewed and does not accept responsibility for the adequacy of the content of this news release.

NEW SAGE RESOURCES LTD.
