BC FORM 53-901F
(Previously Form 27)

British Columbia Securities Act ("Securities Act")

MATERIAL CHANGE REPORT UNDER SECTION 85 (1) OF THE SECURITIES 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 85 (1) of the Securities Act (the "Act") must be sent to the British Columbia Securities Commission (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 85", AND PLACE EVERYTHING THAT IS REQUIRED TO BE FILED 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.

TERYL RESOURCES CORP.
#120 – 3011 Viking Way
Richmond, B.C. V6V 1W1
Phone: (604) 278-5996

Item 2: Date of Material Change

State the date of the material change.

August 15, 2002

Item 3: Press Release

State the date and place(s) of issuance of the press release issued under section 85 (1) of the Act.

August 15, 2002
Vancouver, British Columbia

A copy of the Press Release is attached hereto as Schedule "A".

Item 4: Summary of Material Change

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

The Company announced that it has arranged a private placement of an aggregate of 1,000,000 units in the capital stock of the Company to various investors at a price of $0.10 per unit. Each unit will consist of one common share and one non-transferable share purchase warrant (the "Warrant"). Each warrant entitles the holder thereof to purchase an additional one common share, exercisable for a period of one year from the date of payment for the units, exercisable at a price of $0.12. The 1,000,000 common shares issued as part of the units upon conversion of the Warrants are subject to a 12-month hold period from the date of payment of the units.

The $100,000.00 net private placement proceeds received by the Company will be used for the drilling program for the Gil and Westridge Claims gold prospect located in the Fairbanks, Alaska mining division and for working capital and accounts payable.

This private placement replaces the 1,000,000 units offering at $0.12 announced on April 26th, 2002.

Item 5: Full Description of Material Change

Supplement the summary required under Item 4 with the disclosure that 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 assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the reporting 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 that may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation.

For a full description of the material change, see Schedule "A".

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

If the report is being filed on a confidential basis in reliance on section 85 (2) of the Act, state the reasons for that reliance.

Not applicable.

Instruction:

Refer to section 85 (3) of the Act concerning continuing obligations regarding reports filed under this subsection.

Item 7: Omitted Information

In certain circumstances where a material change has occurred and a material change report has been or is about to be filed but section 85 (3) of the Act will not longer or will not be relied upon, a reporting issuer may nevertheless believe on 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.

State whether any information has been omitted on this basis and provide the reasons for any omission in sufficient detail to permit the Commission to exercise its discretion under section 169 (4) of the Act.

The reasons for the omission may be contained in a separate letter filed as provided in section 1.5 of the Rules.

Not applicable.

Item 8: Senior Officers

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 the Commission may contact that senior officer.

John G. Robertson
President
(604) 278-5996

Item 9: Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at Richmond, British Columbia this 20th day of August, 2002.

TERYL RESOURCES CORP.

Per:

"John Robertson"
John G. Robertson,
President and Director

IT IS AN OFFENCE FOR A PERSON TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THIS REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

SCHEDULE "A"

TERYL RESOURCES CORP.

NEWS RELEASE

PRIVATE PLACEMENT OF 1,000,000 UNITS

TSX Venture: TRC.V

For Immediate Release: August 15, 2002 – Vancouver, B.C.- Teryl Resources Corp. (TSX Venture: TRC.V) wishes to announce that it has arranged a private placement of an aggregate of 1,000,000 units in the capital stock of the Company to various investors at a price of $0.10 per unit. Each unit will consist of one common share and one non-transferable share purchase warrant (the "Warrant"). Each Warrant entitles the holder thereof to purchase an additional one common share, exercisable for a period of one year from the date of payment for the units, exercisable at a price of $0.12. The 1,000,000 common shares issued as part of the units upon conversion of the Warrants are subject to a 12-month hold period from the date of payment of the units.

The $100,000.00 net private placement proceeds received by the Company will be used for the drilling program for the Gil and Westridge Claims gold prospect located in the Fairbanks, Alaska mining division and for working capital and accounts payable.

This private placement replaces the 1,000,000 units offering at $0.12 announced on April 26th, 2002.

ABOUT TERYL RESOURCES CORP.

Teryl Resources Corp. has several gold, silver and diamond properties located in Canada and the U.S.A. The mining prospects consist of two joint venture gold properties located near the Kinross Gold producing Fort Knox Mine in Alaska. Teryl Resources Corp. owns a 20% working interest and Kinross Gold owns an 80% working interest in the Gil property joint venture which consists of 10,700,000 drill, indicated tons of 0.04 opt. A drilling program has commenced on the J/V Gil Prospect by Kinross Gold. Teryl Resources Corp. also has diamond-mining prospects near the Dia Met diamond producing mine located in the N.W.T. and one joint venture silver prospect located in northern B.C., Canada.

Dated at Richmond, British Columbia this 15th day of August 2002.

ON BEHALF OF THE BOARD OF DIRECTORS

"John Robertson"

John Robertson
President

The TSX Venture Exchange has neither approved nor disapproved of the information contained herein.

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www.terylresources.com