This is the form of a 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

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.

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NOTE: Every report required to be filed under section 85(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 85", 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.

STARFIRE MINERALS INC.
301 - 850 West Hastings Street
Vancouver, British Columbia
V6C 1E1

Item 2. Date of Material Change

July 28, 2000

Item 3. Press Release

State the date and place(s) of issuance of the press release issued pursuant to Section 85(1) of the Act.

A News Release dated and issued July 28, 2000 at Vancouver, BC, through Vancouver Stockwatch, George Cross News Letter, Market News and the Canadian Venture Exchange.

Item 4. Summary of Material Change

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

See news release, a copy of which is attached hereto.

Item 5. <u>Full Description of Material Change</u>

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 materials. 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, 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 which may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation.

See news release, a copy of which is attached hereto.

Item 6. <u>Reliance on Section 85(2) of the Act</u>

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

<u>INSTRUCTIONS:</u>

Refer to Section 85(3) of the Act concerning continuing obligations in respect of reports filed pursuant to this subsection.

Not applicable.

Item 7. <u>Omitted Information</u>

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 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.
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 169(4) of the Act.
The reasons for the omission may be contained in a separate letter filed as provided in Section 153 of the Rules.

Not applicable.

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.

Boyce Butler, Director: Telephone (604) 623-3101.

Item 9. *Statement of Senior Officer*

Include a statement in the following form signed by a senior officer or the reporting issuer:

"The foregoing accurately discloses the material change referred to herein".

Also include date and place of making the statement.

I hereby certify the foregoing accurately discloses the material change referred to herein:

SIGNED:	"*Boyce Butler*" ____________________________ Boyce Butler
OFFICE HELD:	Director
DATED:	Vancouver, British Columbia, on July 28, 2000.

STARFIRE MINERALS INC.

301 - 850 West Hastings Street, Vancouver, B.C. V6C 1E1

Telephone: 604-623-3101 Fax: 604-623-3109

Website: http://www.starfireminerals.com

CDNX SYMBOL: SFR
Shares Outstanding: 7.5 million
DATE: ***July 28, 2000***

NEWS RELEASE

Acquisition Announcement

The Board of Directors of Starfire Minerals Inc. (the Company) is pleased to report the acquisition of a 100% interest in the CD Claim Group (40 units) and the MB Claim Group (20 units) located in the Cariboo Mining District of B.C. The Company will issue 200,000 shares (100,000 in year one and 100,000 in year two) and make a payment of $20,000. A 3% Net Smelter Royalty (NSR) is payable with an option to purchase 2% of the NSR for $2Million subject to regulatory approval.

These claims are located approximately 8 km south of the recent discovery by International Wayside Gold Mines of the high-grade gold zone known as the "Bonanza Ledge". The CD and MB claims cover the headwaters of Antler Creek and Swift River, both of which were prolific producers of placer gold in the last century. They also cover Race Track Creek from which placer gold was recovered up to the 1930's. Located on the CD property are two quartz veins approximately 6 feet in width hosted in schists which have been developed by underground workings in the 1920's. Abundant massive pyrite is present in the quartz structures and extends into the surrounding schists.

The Company plans to mobilize an exploration program consisting of detailed mapping and prospecting, followed by a magnetic survey, soil sampling and a drill program.

Starfire is currently conducting due diligence on other available properties in the immediate area.

ON BEHALF OF THE BOARD OF DIRECTORS OF STARFIRE MINERALS INC.

Michael Caron, President and Director