

FORM 27

**SECURITIES ACT
British Columbia**

MATERIAL CHANGE REPORTS UNDER SECTION 85(1) OF THE ACT

[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".]

1. REPORTING ISSUER

Full Name of the Issuer:

DAREN RESOURCES LIMITED

The address of the principal office in Canada of the reporting issuer is as follows:

701 - 675 West Hastings Street
Vancouver, BC V6B 1N2
PHONE: (604) 0755

2. DATE OF MATERIAL CHANGE

October 20, 1999

3. PRESS RELEASE

The date and place(s) of issuance of the press release issued pursuant to Section 85(1) of the Act are as follows:

October 20, 1999

The Press Release was released to the Vancouver Stock Exchange, being the only exchange upon which the shares of the Issuer are listed, and through various other approved public media.

4. SUMMARY OF MATERIAL CHANGE(s)

A summary of the nature and substance of the material change is as follows:

The Issuer announced a non-brokered private placement of up to 500,000 non-transferable special warrants (the "Special Warrants") at a price of \$0.15 per Special Warrant for gross proceeds of \$75,000.

5. FULL DESCRIPTION OF MATERIAL CHANGE

The Issuer announced a non-brokered private placement of 500,000 Special Warrants at a price of \$0.15 per Special Warrant for gross proceeds of \$75,000. Each Special Warrant is exercisable to acquire, without payment of any additional consideration, one unit of the Issuer (a "Unit"), each unit being comprised of one post-consolidated common share and one common purchase warrant of the Issuer (a "Warrant"). Each Warrant will be exercisable to purchase one additional common share of the Issuer for one year at a price of \$0.25.

6. RELIANCE ON SECTION 85(2) OF THE ACT

Not Applicable

7. OMITTED INFORMATION

Not Applicable

8. SENIOR OFFICER

The following senior officer of the Issuer is knowledgeable about the material change and may be contacted by the Commission at the following telephone number:

Joseph Montgomery
PHONE: (604) 684-0755

9. STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change(s) referred to herein.

DATED at Vancouver, British Columbia, this 1st day of November, 1999.

"Joseph H. Montgomery"
Dr. Joseph Montgomery, President and
Director