

This is the form of a material change report required under Section 118(1) of the Securities Act.

FORM 27

SECURITIES ACT  
MATERIAL CHANGE REPORT UNDER SECTION 118(1) OF THE ACT

- Item 1.        Reporting Issuer  
*Tan Range Exploration Corporation ("Tan Range")*
- Item 2.        Date of Material Change  
*April 19, 2000*
- Item 3.        Press Release  
*April 24, 2000 through Canada News Wire*
- Item 4.        Summary of Material Change  
*Shareholder Rights Plan Agreement between Tan Range Exploration Corporation and Montreal Trust Company of Canada signed April 19, 2000.*
- Item 5.        Full Description of Material Change  
*Tan Range Exploration Corporation ("Tan Range") announced today that it has entered into a shareholder rights plan agreement with Montreal Trust Company of Canada as rights agent. The plan is designed to encourage the fair and equal treatment of its shareholders in connection with any take-over offer that might occur, and will provide shareholders with more time to fully consider certain types of unsolicited take-over bids and allow Tan Range's Board of Directors to pursue other alternatives, if appropriate, to maximize shareholder value. It will be effective as of April 19, 2000 and would be in effect until 2005.*
- Shareholder approval of this plan will be sought at Tan Range's 2000 Annual and Extraordinary Meeting of Shareholders. This plan was not adopted in response to any specific proposal or effort to acquire control of Tan Range and Tan Range is not aware of any such proposal or effort. The plan is similar to plans recently approved by shareholders of other Canadian companies.*
- The rights issued under the plan will initially attach to and trade with Tan Range's Common Shares and no separate certificates will be issued unless an event triggering these rights occurs. The rights become exercisable only when a person, including any party related to it, acquires, or announces its intention to acquire, beneficial ownership of 20 per cent or more of Tan Range's then outstanding Common Shares without complying with the "permitted bid" provisions of the plan, or without the approval of Tan Range's Board of Directors. Should such an acquisition occur, each right would entitle a holder, other than the acquiring person or persons related to it, to purchase Common Shares of Tan Range at a 50 per cent discount to the then current market price.*
- A "permitted bid" is a bid made to all holders of Tan Range's outstanding Common Shares that is open for at least 45 days. If at the end of the 45 day period, more than 50 per cent of Tan Range's total of then outstanding Common Shares, other than those owned by the party making the bid and certain related persons, have been tendered, such*

*party may take up and pay for the Common Shares but must extend the bid for a further 10 business days to allow other shareholders to tender. This feature would provide shareholders with more time to consider the bid and any other options that may be available. Tan Range's Board of Directors would also have more time to consider alternatives and to make recommendations to shareholders.*

*Tan Range will be entitled to redeem the rights for nominal consideration at any time prior to the acquisition by a person or group of beneficial ownership of 20 per cent or more of Tan Range's Common Shares.*

Item 6.      Reliance on Section 118(2) of the Act  
*Not applicable*

Item 7.      Omitted Information  
*None*

Item 8.      Senior Officer  
*Frank R. Hallam, Director, Secretary-Treasurer and Chief Financial Officer*

Item 9.      Statement of Senior Officer  
*The foregoing accurately discloses the material change referred to herein.*

“Frank Hallam”

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Frank R. Hallam

DATED at Vancouver, B.C. this 28th day of April, 2000