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.

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. <u>Name and Address of Reporting Issuer</u>

Doublestar Resources Ltd.
Suite 305 - 1549 Marine Drive
West Vancouver, B.C. V7V 1H9

Item 2. <u>Date of Material Change</u>

July 31, 2000

Item 3. <u>Date and Place of Issuance of Press Release</u>

July 31, 2000 - Vancouver, B.C.

Item 4. <u>Summary of Material Change</u>

Closing of flow-through financing.

Item 5. Full Description of Material Change

Further to its news release of July 5, 2000, the Company has been advised by its agent, Research Capital Corporation, that it will contract for $512,000 representing 1,280,000 flow-through Class "A" shares of the Company to be distributed pursuant to the Company's Short Form Offering Document dated July 6, 2000. Research Capital further advised the Company that the settlement (closing) date is expected to occur on August 11, 2000.

In return for its efforts, Research Capital will receive a cash commission equal to $40,960 plus 192,000 agent's warrants, each entitling Research Capital to acquire one additional Class "A" share of the Company for a period of two years from the date of the closing at an exercise price of $0.40 per share. In addition, Research Capital will receive 62,800 Class "A" shares of the Company as a corporate finance fee.

The proceeds will be used to finance exploration on the Company's Sustut and Ruddock Creek properties.

Item 6. Reliance on Section 85(2) of the Act

Not applicable.

Item 7. Omitted Information

None.

Item 8. Name & Business Telephone Number of Senior Officer to Contact

Alan C. Savage, President
Business Telephone Number: 922-7377

Item 9. Statement of Senior Officer

The Undersigned, being a senior officer of the reporting issuer, hereby attests that the foregoing accurately discloses the material change referred to herein.

DATED at West Vancouver, B.C., the 31st day of July, 2000.

"Alan C. Savage"
(Signature)

Alan C. Savage, President

(name of senior officer - please print)

INSTRUCTIONS:

Item 1 - State the full name and address of the principal office in Canada of the reporting issuer.

Item 3 - State the date and place of issuance of the press release issued pursuant to Section 85(2) of the Act.

Item 4 - Provide a brief but accurate summary of the nature and substance of the material change.

Item 5 - 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, 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.

Item 6 - 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.

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

Item 7 - 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.

Item 8 - 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.