

FORM 27
SECURITIES ACT - ALBERTA
MATERIAL CHANGE REPORT UNDER SECTION 118(1) OF THE ACT

1. Reporting Issuer

**Canoro Resources Ltd.
1450 - 840 7th Avenue S.W.
Calgary, Alberta T2P 3G2
Telephone: (403) 543-5747**

2. Date of the material change

August 1, 2000

3. Press Release

The Company issued a press release on August 1, 2000.

4. Summary of material change

Private placement of 2,222,222 units closed.

5. Full description of material change

The Company has completed the private placement of 2,222,222 units announced February 10, 2000. Each unit was sold at a price of \$0.90 and consisted of one common share and one-half (1/2) of a non-transferable share purchase warrant. Each whole warrant entitles the holder to purchase one common share at a price of \$1.12 at any time prior to August 1, 2001.

The private placement was completed in two parts, a 1,500,000 unit brokered portion and a 722,222 unit non-brokered portion. Yorkton Securities Inc. ("Yorkton") acted as the agent with respect to the 1,500,00 unit brokered portion of the placement and received a commission in the form of 150,000 broker's options. The exercise price of the broker's options is \$0.90 and upon exercise, each option will entitle Yorkton to receive one Company common share and one-half (1/2) of a non-transferable share purchase warrant. Each whole warrant entitles Yorkton to purchase one common share at a price of \$1.12 at any time prior to August 1, 2001.

All shares issued as part of the private placement or the broker's options are subject to a hold period until December 1, 2000. The proceeds of this private placement will be used by the Company as working capital and to fund its Indian oil and gas projects.

6. Reliance on Section 118 (2) of the Act

Not applicable.

7. Omitted information

Not applicable.

8. Senior officers

Donald Staus, President and Chief Executive Officer 1450 - 840 7 th Avenue SW Calgary, AB T2P 3G2 Telephone (403) 543-5747	Brian M. Hearst, Chief Financial Officer and Corporate Secretary 1450 - 840 7 th Avenue SW Calgary, AB T2P 3G2 Telephone (403) 543-5747
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9. Statement of senior officer

The foregoing accurately discloses the material change referred to in this report.

DATED at Calgary, Alberta this 10th day of August, 2000.

"Brian M. Hearst"

Brian M. Hearst
Corporate Secretary & Chief Financial Officer