FORM 27

SECURITIES ACT

MATERIAL CHANGE REPORT

1. ***Reporting Issuer***

Brier Resources Corporation
8375 Granville Street
Vancouver, B.C. V6P 4Z8

2. ***Date of Material Change***

January 18, 2000

3. ***Press Release***

A Press Release was issued through the facilities of the Canada StockWatch, Vancouver Stock Watch, George Cross Newsletter and filed with the Canadian Venture Exchange January 18, 2000, a copy of which is attached hereto as Schedule "A".

4. ***Summary of Material Changes***

Private Placement of 1,400,000 Units at $0.18 per Unit. Reference is made to the press release attached hereto as Schedule "A".

5. ***Full Description of Material Change***

The Company entered into a Private Placement Agreement with James Armstrong, President of the Company, for the sale of 1,400,000 Units of the Company consisting of one common share and one share purchase warrant, such warrant entitling the placee to acquire an additional common share of the Company at the price of $0.18 per share for the first year and at a price of $0.21 per share if exercised during the second year of the warrant. The Units are issued at a price of $0.18 per Unit. Any shares or warrants acquired under the terms of the Private Placement Agreement are subject to a hold period of one year from the date of the Agreement unless the Company becomes an AIF Issuer at which time the hold period will be reduced to four months.. The Company is relying exemptions to Prospectus registration as outlined in Securities Rules s. 89(g) and 128(h).

6. ***Director***

James P. Armstrong is a Director of the Company and is knowledgeable about the material change and this report and may be contacted for further information at (604) 261-8164.

7. ***Statement of Director***

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia this 20th day of January, 2000

BRIER RESOURCES CORPORATION

"James P. Armstrong" (signed)

James P. Armstrong, President, Director

SCHEDULE "A"

BRIER RESOURCES CORPORATION

January 18, 2000

NEWS RELEASE

PRIVATE PLACEMENT

CDNX Symbol: **BE**

Brier Resources Corporation ("Brier") has entered into a private placement agreement with James Armstrong, President of Brier, with respect to 1,400,000 Units of the Company at a price of $0.18 per Unit to provide working capital to Brier to further its current business activities.

The private placement consists of one common share and one share purchase warrant, each warrant exercisable for a period of two years at a price of $0.18 in the first year and $0.21 during the second year.

Brier will hold its Annual General Meeting on Thursday, March 30, 2000 with the record date for the meeting being Friday, February 18, 2000.

ON BEHALF OF THE BOARD OF DIRECTORS

"James P. Armstrong"

James P. Armstrong
President

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