

**FORM 27
THE SECURITIES ACT**

MATERIAL CHANGE REPORT UNDER SECTION (75) 2

Item 1. Reporting Issuer

Arlington Resources Inc.
Suite 200, 4211 Yonge Street
North York, Ontario M2P 2A9

Item 2. Date of Material Change

May 11, 2000

Item 3. Press Release

The Press Release was issued on May 11, 2000, via Canadian Corporate News Wire Service - CDN Disclosure Package

Item 4. Summary of Material Change

For further information attached hereto as Schedule "A" is a copy of the Press Release.

Item 5. Full Description of Material Change

No information other than that provided in Item 4 above is presently available.

Item 6. Reliance on Section 75(3) of the Act

Confidentiality is not requested.

Item 7. Omitted Information

No information has been omitted in respect to the material change.

Item 8. Senior Officer

David S. Alhadeff, President - (701) 232-0013

Item 9. Statement of Signing Officer

The foregoing accurately discloses the material changes referred to herein.

DATED this 16th day of May, 2000.

ARLINGTON RESOURCES INC.

By: (signed) _____
Ron A. Forbes, Secretary

SCHEDULE "A"

May 11, 2000.

TORONTO, ONTARIO - The Board of Directors of ARLINGTON RESOURCES INC., is pleased to announce that Jonathan Burke, B.A., has been appointed to the Board of Directors of the Company.

Mr. Burke a graduate of York University, brings to the Company a great deal of experience in the corporate sector both nationally and internationally.

The Company has negotiated a private placement, consisting of 600,000 units at \$0.25 (Cdn.) per unit. Each unit will consist of one common share and one twelve month share purchase warrant. The warrant will entitle the holder to purchase a further common share at a price of \$0.25 (Cdn.) per share. The proceeds of which will be used to finance the Company over the next few months and to pay off outstanding debt. A finders fee will be paid on this transaction.

Arlington Resources Inc., currently has 3,565,100 common shares issued and outstanding, and trades on the Canadian Dealing Network under the symbol "ARLL".

On Behalf of the Board of Directors

R. A. (Ron) Forbes, Director

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FOR FURTHER INFORMATION PLEASE CONTACT:

R. A. (Ron) Forbes, Director
(519) 935-2776