

MAYA GOLD LIMITED

905 W. Riverside, Suite 311
Spokane, Washington
99201

THE ALBERTA SECURITIES COMMISSION MARKET SURVEILLANCE - CONTINUOUS DISCLOSURE

19th Floor, 10025 Jasper Avenue
Edmonton, Alberta
T5J 3Z5

BRITISH COLUMBIA SECURITIES COMMISSION MARKET SURVEILLANCE/CONTINUOUS DISCLOSURE

1100- 865 Hornby Street
Vancouver, British Columbia V6Z 2H4

Dear Sir/Madam:

Re: Maya Gold Limited (the "Corporation") Material Change Report under Section 118 of the *Securities Act* (Alberta) and Section 85 of the *Securities Act* (British Columbia)

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of Maya Gold Limited (the "Corporation"). For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act* (Alberta) and Form 27 of the *Securities Act* (British Columbia). Concurrent with this filing, this letter is being filed with the Canadian Venture Exchange, being the only Exchange on which the Corporation's shares are currently listed.

Item 1 - Reporting Issuer

MAYA GOLD LIMITED

905 W. Riverside, Suite 311
Spokane, Washington
99201
Phone: 509-838-6050

Item 2 - Date of Material Change

The material change occurred on or about March 28, 2000.

Item 3 - Publication of Material Change

The Press Release was issued on March 28, 2000.

Item 4 - Summary of Material Change

Maya Gold Limited announces a private placement of up to 2,000,000 units at a price of \$0.15 per unit. Each unit consists of one share and a one-half share purchase warrant which may be exercised for a period of one year at a price of \$0.15 per share.

Item 5 - Full Description of Material Change

Maya Gold Limited announces a private placement of up to 2,000,000 units at a price of \$0.15 per unit. Each unit consists of one share and a one-half share purchase warrant which may be exercised for a period of one year at a price of \$0.15 per share. The private placement will be conducted in Alberta and British Columbia and elsewhere when such shares may be lawfully sold.

Item 6 - Reliance on s. 118(4) of the Securities Act (Alberta) or Section 85(2) of the Securities Act (British Columbia)

Not applicable.

Item 7 - Omitted Information

Not applicable.

Item 8 - Senior Officer

The name of the Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

William R. Green
905 W. Riverside, Suite 311
Spokane, Washington 99201
Phone: (509) 838-6050
Fax: (509) 838-0486

Item 9 - Statement of Senior Officer

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

DATED at Spokane, Washington this 8th day of April, 2000.

MAYA GOLD LIMITED

Per:
 William R. Green
 President