

LIBERTY MINERAL EXPLORATION INC.

12th Floor, 20 Toronto Street

Toronto, Ontario

M5C 2B8

Telephone: (416) 869-0772

Facsimile: (416) 367-3638

ALBERTA SECURITIES COMMISSION

MARKET SURVEILLANCE/CONTINUOUS DISCLOSURE

20th Floor, 10025 Jasper Avenue

Edmonton, Alberta

T5K 3Z5

Attention: Executive Director

BRITISH COLUMBIA SECURITIES COMMISSION

STATUTORY FILINGS

1100 - 865 Hornby Street

Vancouver, British Columbia

V6Z 2H4

Attention: Executive Director

Dear Sirs:

Re: Liberty Mineral Exploration Inc.

**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 Liberty Mineral Exploration Inc. (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

Liberty Mineral Exploration Inc.

12th Floor, 20 Toronto Street

Toronto, Ontario

M5C 2B8

Telephone: (416) 869-0772

Facsimile: (416) 367-3638

Item 2 - Date of Material Change

The material changes occurred on November 1, 2000.

Item 3 - Publication of Material Change

A press release was issued on November 1, 2000.

Item 4 - Summary of Material Change

On November 1, 2000, Mary P. Webster was appointed President of the Corporation. David Jamieson and Tom O. Mickey resigned as President/Director and Secretary, respectively, on November 1, 2000. The Corporation also announced a change of head office and its intention to complete a shares for debt private placement.

Item 5 - Full Description of Material Changes

The board of directors of the Corporation is pleased to announce the appointment of Mary P. Webster as President - effective immediately.

Mary P. Webster has a corporate, financial and technical background having practiced as an exploration geologist for more than 10 years and having served as a officer of companies involved with technologies, corporate finance, grassroots exploration, and advanced mineral property development. Ms. Webster has also successfully completed multilevel industry, governmental and First Nation negotiations. The board of directors believes that Ms. Webster contributes new vigor to the Corporation with the view of building success for Liberty. Ms. Webster will be investigating new business opportunities for the Corporation, which may include a range of industry sectors. No specific transactions have been identified to date.

The Corporation is pleased to announce that its officers and directors are now as follows:

Mary P. Webster	President
David Morris	Director
Geddes M. Webster	Director
James O'Donnell	Director
Bruce D. McLean	Director

David Jamieson, the former President and director, and Tom O. Mickey, the former Secretary of the Corporation, have resigned to pursue other business interests and the board of directors thanks them for their valued contributions to the Corporation.

In conjunction with the appointment of a new President, the Corporation has changed its head office to the following address:

Liberty Mineral Exploration Inc.
Suite 1201, 20 Toronto Street
Toronto, Ontario Canada M5C 2B8
Tel: (416) 869-0772 Fax: (416) 367-3638 Email: mwebster@idirect.ca

The Corporation also announces that it proposed to issue an aggregate of 578,200 common shares at a deemed price of \$0.20 per share in satisfaction of an aggregate of \$115,640 owed to shareholders of the Corporation. The price per share was determined based on negotiations between the board of directors and the shareholders involved. The proposed issuance of common shares is subject to regulatory approval and the existence of applicable prospectus exemptions or orders. The Corporation is required to file a formal application with the Canadian Venture Exchange

Inc. for the common shares within fourteen (14) calendar days of this press release.

Item 6 - Reliance on Section 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 a Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

Ms. Mary P. Webster
Telephone: (416) 869-0772

Item 9 - Statement of a Senior Officer

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

DATED at Toronto, Ontario, this 3rd day of November, 2000.

Yours truly,

Liberty Mineral Exploration Inc.

Per: "Signed"
Mary P. Webster
President