

FORM 27

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. Reporting Issuer

Gemstar Resources Ltd.
7542 1st Street
Burnaby, BC
V3N 3T2

Item 2. Date of Material Change

October 27, 2000

Item 3. Press Release

Press Release dated October 27, 2000 and disseminated to the Vancouver Stockwatch Magazine, B.C. Securities Commission, Market News Publishing and George Cross News Letter.

Place of Issuance: Vancouver, British Columbia.

Item 4. Summary of Material Change

Linda Smith, Alan Mancor, Frank McGill and Shannon Krell have been appointed as directors of the Issuer in place of Sherman Jen, Wei Shao and Wang Qing Li.

The Issuer it has entered into an agreement whereby it will acquire a 100% interest in the Dotted Lake property, Ontario.

Item 5. Full Description of Material Change

Change of Directors

Linda Smith, Alan Mancor, Frank McGill and Shannon Krell have been appointed as directors of the Issuer in place of Sherman Jen, Wei Shao and Wang Qing Li who have resigned to pursue other business interests.

Ms. Linda Smith, who has replaced Mr. Jen as President of the Issuer, currently acts as President of three other Canadian Venture Exchange listed companies: Big Bar Gold Corporation, Blue Lightning Ventures Inc. and Candorado Operating

Company Ltd.

Mineral Property Acquisition

The Issuer has entered into an agreement whereby it will acquire a 100% interest in the Dotted Lake property which consists of 76 mineral claim units and is located in the Thunder Bay Mining Division approximately 16 miles south-southeast of Manitouwadge, Ontario.

The Dotted Lake property is located within the Wawa subprovince along the north limb of the Schreiber-Hemlo greenstone belt approximately 15 miles northeast of the Hemlo mining camp. A zinc anomaly, known as the Fairservice occurrence, is located on the north arm of Dotted Lake. This occurrence is primarily underlain by an east-northeast trending amphibolitic, mafic volcanic schists and gneisses, quartz-feldspar porphyry dikes and banded iron formation. These rocks are have undergone complex folding and have experienced upper amphibolite grade regional metamorphism.

In the vicinity of the occurrence, the supracrustal sequence is approximately 800 metres wide. Mineralization consists of disseminated to semi-massive sphalerite, pyrite, magnetite and rare chalcopyrite in a zone 0.5 metres wide by 10 metres long within foliated garnetiferous hornblende amphibolite, biotite, chlorite and muscovite gneiss. Sampling of the mineralized zone has yielded assays of up to 12.0% zinc, 0.024% copper and 0.074% gold. Such rocks may represent metamorphism of a small, distal volcanogenic massive sulphide deposit similar to the Geco deposit in Manitouwadge.

The area surrounding the Fairservice zinc occurrence has never been extensively explored using modern exploration techniques and has not been tested at depth. A detailed exploration of the property is also warranted for other similar occurrences.

In order to acquire a 100% interest in the property, the Issuer must pay \$200,000 to a private British Columbia company. The acquisition is subject to the Issuer completing its private placement announced August 16, 2000.

Item 6. Reliance on Section 85(2) of the Act

The Issuer is not relying on Section 85(2) of the Act.

Item 7. Omitted Information

There is no omitted information.

Item 8. Senior Officers

Linda Smith, President - (604) 837-2739.

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at the City of Vancouver, in the Province of British Columbia, this 6th day of November, 2000.

“Linda Smith”
Linda Smith, President