FORM 27

SECURITIES ACT

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

ITEM 1. REPORTING ISSUER

Chapleau Resources Ltd.
#104 - 135 - 10th Ave. S.
Cranbrook, B.C.
V1C 2N1

ITEM 2. DATE OF MATERIAL CHANGE

September 22, 1999

ITEM 3. PRESS RELEASE

Issued September 22, 1999 and distributed through the facilities of Canada Stock Watch

ITEM 4. SUMMARY OF MATERIAL CHANGE

Flow-through private placement.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

The company is pleased to announce it has arranged a flow-through private in its capital stock of 769,230 units at $1.30 per unit. Each unit consists of one share and a one-year warrant exercisable at a price of $1.75. A finders fee is payable in cash in accordance with Vancouver Stock Exchange policy.

ITEM 6. RELIANCE ON SECTION 85(2) OF THE ACT

This report is not being filed on a confidential basis.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. DIRECTOR/SENIOR OFFICER

Contract: Eric Wiltzen, President
Telephone: 250-489-5156

ITEM 9. STATEMENT OF SENIOR OFFICER/DIRECTOR

The foregoing accurately discloses the material change referred to herein.

Eric Wiltzen
President

DATED this day of , 1999.