FORM 27 SECURITIES ACT (BRITISH COLUMBIA) MATERIAL CHANGE REPORT UNDER SECTION 85(1)

1. Reporting Issuer

Full name of the Issuer:

Berland Resources Ltd.

The address of the principal office in Canada of the reporting issuer is as follows:

#906 - 595 Howe Street
Vancouver, British Columbia
V6C 2T5

PHONE: (604) 608-2557

2. Date of Material Change

November 1, 1999 - Option and joint venture agreement with Falconbridge Limited
November 1, 1999 - Echo Bay - Berland property agreement termination

3. Press Release

The date and place(s) of issuance of the press release issued pursuant to Section 67(1) of the Act are as follows:

November 2, 1999 - Falconbridge Limited
November 3, 1999 - Echo Bay Mines Ltd.

The Press Release was released to the Vancouver Stock Exchange, being the only exchange upon which the shares of the issuer are listed, and through various other approved public media.

4. Summary of Material Change

A summary of the nature and substance of the material change is as follows:

Echo Bay Agreement:

The Company has been informed by Echo Bay Mines Ltd. ("Echo Bay") of the results of the two drill holes from phase two of the Ogden Township Property, located 6 kilometers southwest of Timmins, Ontario. This property is under option from Echo Bay. The drilling failed to intersect economic gold mineralization. On the recommendation of

Company's consultant, the Company has notified Echo Bay that it is terminating the Agreement.

Falconbridge Agreement:

Subject to regulatory approval, Berland entered into an Option and Joint Venture Agreement with Falconbridge Limited to explore the base metal potential of the Saganash Property in the Timmins area of Ontario. During the option agreement, Berland must transfer one of its 100% owned claims, 16 units (subject to a 1.5% NSR) to Falconbridge and advance $562,250 for exploration over 3 years to earn a 60% interest in the property.

5. Full Description of Material Change

Echo Bay Agreement:

The Company has been informed by Echo Bay Mines Ltd. ("Echo Bay") of the results of the two drill holes from phase two of the Ogden Township Property, located 6 kilometers southwest of Timmins, Ontario. This property is under option from Echo Bay. The drilling failed to intersect economic gold mineralization.

On the recommendation of Company's consultant, the Company has notified Echo Bay that it is terminating the Agreement.

Subject to regulatory approval, the Company will reallocate the balance of the phase two funding, approximately $210,000, previously raised and allocated for the Ogden Township Property in its recent initial public offering, to fund all of the year-one budget of $150,000 on the recently announced Falconbridge Saganash Property Option and Joint Venture Agreement and the balance to unallocated working capital.

Falconbridge Limited Agreement:

BERLAND RESOURCES LTD., subject to regulatory approval, has entered into an Option and Joint Venture Agreement with Falconbridge Limited dated October 27, 1999, pursuant to which Berland will have the option to expand its property holdings in the underexplored Saganash Greenstone Belt located 100 km northwest of Timmins, Ontario. Pursuant to the Agreement, Berland has been granted the option to earn a 60% interest in Falconbridge's Saganash Property and one claim owned by Berland by transferring said claim, 640 acres (100% owned by Berland subject to a 1.5% NSR) and by funding $562,250 over 3 years ($150,000 in year one). Together Falconbridge and Berland are prepared to conduct exploration programs to test the base metal potential of the Saganash Property. Ground geophysical surveys and diamond drilling will commence once regulatory approval is received, with Falconbridge as operator during the earn-in period. Following the earn-in, the two companies will form a joint venture, and pursuant to the Agreement, will explore the property on a 60 - 40 initial participating interest basis up to a positive prefeasibility study with Berland as operator. Subject to the terms of the Agreement, a one time option will be offered to Falconbridge to assume operatorship and earn an additional 25% interest by advancing the property to a bankable feasibility at its sole cost. After a positive feasibility study the two companies will proceed with development at participating interest levels of Falconbridge 65% and Berland 35%. Falconbridge has been granted a right of first refusal to form a separate joint venture in respect of any precious metal or diamond discovery on the Saganash property.

In accordance with the Agreement, Berland will gain complete and unrestricted access to Falconbridge's airborne geophysical survey data (1600 km of 200 m spaced lines) covering a 325 sq. km area of the Saganash Greenstone Belt after it has forwarded the first $100,000 for exploration expenses to be credited towards the earn-in. Once additional funding is raised, Berland will continue to independently explore its 100% owned adjacent property, which is covered by the airborne survey. Under the Agreement, Falconbridge has been granted a right of first refusal to participate in any base metal and precious metal deposits found on property owned or acquired by Berland within the limits of the Falconbridge airborne survey on terms and conditions agreed to by the companies.

Supplement the summary required under Item 4 with the disclosure which should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

6. **<u>Reliance on section 85 (2) of the Act</u>**

Not applicable

7. **<u>Omitted Information</u>**

Not Applicable

8. **<u>Senior Officers</u>**

The following senior officer of the Issuer is knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

Glen Dickson, Chairman

Phone: 604-608-2557

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, B.C., this 4th day of November, 1999

"Glen Dickson"
Chairman