

BC FORM 53-901F (previously Form 27)

**SECURITIES ACT
(British Columbia)**

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

[NOTE: Where this report is filed on a confidential basis, put at the beginning of the report in block capitals "CONFIDENTIAL - SECTION 85", and everything that is required to be filed shall be placed in an envelope marked "Confidential – Attention: Supervisor, Financial Reporting.]

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

September 20, 2001

3. Press Release

The date and place(s) of issuance of the press release issued pursuant to Section 85(1) of the Act are as follows:

September 11, 2001

The Press Release was released to the Canadian Venture 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(s)

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

Berland Resources Ltd. (the “Company”) announced, subject to regulatory approval, that it had entered into an agreement to acquire 100% of the Swole Lake Property from Ninety-Nine Resources Ltd.

5. Full Description of Material Change

Berland Resources Ltd. (the “Company”) announced, subject to regulatory approval, that it has entered into an agreement to acquire 100% of the Swole Lake Property from Ninety-Nine Resources Ltd. The Swole Lake Property is located 45 km east of Armstrong, Ontario, and is readily accessible via newly constructed logging roads.

The Property consists of three separate claim blocks covering geologically significant mafic-ultramafic intrusions. Recent prospecting has discovered sulphide mineralization containing anomalous values in nickel and copper. Important untested geophysical anomalies have been detected by a recent OGS airborne survey. Once regulatory approval is received line cutting and ground geophysical surveys will commence.

Under terms of the agreement, the Company will make a cash payment of \$800 and issue 60,000 shares. To earn a 100% interest in the Property, the Company must complete optional annual payments of cash and shares over a three-year period totalling \$45,000 and 135,000 shares. Ninety-Nine Resources Ltd. and Inco Ltd. retain varying net smelter royalties ranging from .25% to 1.5%.

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

Not Applicable

7. Omitted Information

Not Applicable

8. Senior Officer

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

Glen Dickson, Chairman

PHONE: (604) 608-2557

9. Statement of Senior Officer

The foregoing accurately discloses the material change(s) referred to herein.

DATED at Vancouver, British Columbia, this 11th day of September, 2001.

“Glen Dickson”, Chairman