MATERIAL CHANGE REPORT

1. Reporting Issuer:

Tinhorn Resources Ltd.
#2500, 520 – 5th Avenue S.W.
Calgary, Alberta
T2P 3R7
(hereinafter referred to as "Tinhorn" or the "Corporation")

2. Date of Material Change:

January 12, 2000

3. Publication of the Material Change:

A press release setting forth certain particulars of the material change described herein was issued at Calgary, Alberta on January 12, 2000.

4. Summary of Material Change:

Tinhorn Resources Ltd. announced the closing of the acquisition of all of the issued and outstanding securities of Cygnus Resources Ltd. for an aggregate acquisition cost of $440,000 paid by the issuance of 2,200,000 common shares of Tinhorn.

5. Full Description of Material Change:

Tinhorn Resources Ltd. announced the closing of the previously announced acquisition of Cygnus Resources Ltd. for an aggregate acquisition cost of $440,000 approved at a meeting of holders of common shares of Tinhorn on January 11, 2000. Tinhorn acquired, subject to final regulatory approval, all of the issued and outstanding securities of Cygnus for an aggregate cost of $440,000 paid by the issuance of 2,200,000 common shares of Tinhorn.

6. Reliance on s. 118(2) (Alberta):

N/A

7. Omitted Information:

N/A

8. Senior Officer:

For further information concerning the material change described herein, please contact:

Mr. Alan D. Jack

Chairman, President, Chief Executive Officer and
Chief Financial Officer
Tinhorn Resources Ltd.
Telephone: (403) 517-8818
Facsimile: (403) 517-8815

9. Statement of Senior Officer:

The foregoing accurately discloses the material change referred to herein.

DATED at Calgary, Alberta as of the 14th day of January, 2000.

TINHORN RESOURCES LTD.

Per: "Alan D. Jack"
Alan D. Jack
Chairman, President, Chief Executive Officer and Chief Financial Officer