

This is the form of a material change report required under Section 85(1) of the Securities Act.

FORM 27

SECURITIES ACT

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

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

NOTE: Every report required to be filed under section 85(1) of the Act shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure".

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 ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL".

Item 1. Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer.

FOXPOINT RESOURCES LTD. (formerly Brimstone Gold Corp.)
(the "Company")
Suite 850, 1095 West Pender Street
Vancouver, B.C. V6E 2M6

Item 2. Date of Material Change

February 26, 2001

Item 3. Press Release

State the date and place(s) of issuance of the press release issued pursuant to Section 85(1) of the Act.

February 26, 2001 - Vancouver, B.C.

Item 4. Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

The Company is pleased to announce that Brian Hinchcliffe has been appointed as the Company's President and CEO and to the Company's Board of Directors. Mr. Hinchcliffe has several decades of experience in the mining and resource industry and was the founder of American Pacific Mining Co. Inc. and Jordex Resources Inc. (now called "iTech Capital Corp.").

American Pacific purchased for US\$ 15 million and successfully re-opened the El Mochito zinc and silver mine in Honduras. In doing so it reduced the mine's operating costs to the lowest third of the industry range. American Pacific then sold the mine to Breakwater Resources Ltd. for US\$ 106 million.

Item 5. Full Description of Material Change

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.

This description of the significant facts relating to the material change will therefore include some or all of the following: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the reporting Issuer or its subsidiaries. Specific financial forecasts would not normally be required to comply with this form.

The above list merely describes examples of some of the facts which may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation.

Refer to attached Press Release.

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

If the report is being filed on a confidential basis in reliance on Section 85(2) of the Act, state the reasons for such reliance.

INSTRUCTION:

Refer to Section 85(3) of the Act concerning continuing obligations in respect of reports filed pursuant to this subsection.

N/A.

Item 7. Omitted Information:

In certain circumstances where a material change has occurred and a material change report has been or is about to be filed by Section 67(3) of the Act will no longer or will not be relied upon, a reporting Issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be disclosed in full detail in the material change report.

State whether any information has been omitted on this basis and provided the reasons for any such omission in sufficient detail to permit the Commission to exercise its discretion pursuant to Section 169(4) of the Act.

The reasons for the omission may be contained in a separate letter filed as provided in Section 146 of the Regulation.

N/A.

Item 8. Senior Officers

To facilitate any necessary follow-up by the Commission, give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom such senior officer may be contacted by the Commission.

Brian Bayley - (604) 689-1428

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver this 27th day of February, 2001

"Sandra Lee"
SANDRA LEE, Secretary

FOXPOINT RESOURCES LTD.

Suite 850, 1095 West Pender Street, Vancouver, BC V6E 2M6

Telephone: (604) 689-1428 / Facsimile: (604) 681-4692

February 26, 2001

Symbol: CDNX - FPR

NEWS RELEASE

The Company is pleased to announce that Brian Hinchcliffe has been appointed as the Company's President and CEO and to the Company's Board of Directors. Mr. Hinchcliffe has several decades of experience in the mining and resource industry and was the founder of American Pacific Mining Co. Inc. and Jordex Resources Inc. (now called "iTech Capital Corp.").

American Pacific purchased for US\$ 15 million and successfully re-opened the El Mochito zinc and silver mine in Honduras. In doing so it reduced the mine's operating costs to the lowest third of the industry range. American Pacific then sold the mine to Breakwater Resources Ltd. for US\$ 106 million.

Jordex acquired the Loma de Niquel (formerly called 'Loma de Hierro') laterite nickel deposit in Venezuela and then sold 85% of the deposit to Anglo American Mining for US\$ 65 million with Anglo assuming the responsibility for project financing, development and management. The Loma de Niquel mine was constructed at a cost of US\$ 700 million and commenced production this year. The mine is estimated to be a low cost producer of more than 20 million tons of nickel over its 20 year plus life. It is the first major mining project developed in Venezuela for several decades.

The Company is also pleased to announce that S. Paul Kostuik has been appointed to the Company's Board of Directors. Mr. Kostuik is a mining engineer and has significant experience in the North American mining industry. Most recently, he was the CEO of Jordex Resources Inc. where he led Jordex's efforts to develop the Loma de Niquel nickel project. Mr. Kostuik has also had major operating and executive roles in Vulcan Materials, Quintette Coal and other senior mining companies.

"With the completion of the sale of the Foxpoint's wholly owned subsidiary, Brimstone Mining, Inc., Foxpoint is now poised to open a new and exciting chapter in its growth." said A. Murray Sinclair, a director of the Company. "This new management team have a track record of creating value and the Board believes they will help position Foxpoint to benefit from the stronger mining markets that we believe will develop."

"We are excited about developing opportunities for Foxpoint over the next few years." added Brian Hinchcliffe, the new President and CEO. "In these tough mining markets there are project opportunities that will provide great shareholder upside when the markets improve as I believe they will."

The Company's former President, David B. Rovig, resigned as a director of the Company to facilitate these appointments.

The Company understands that in a private transaction, Mr. Hinchcliffe acquired and now has ownership of and control over a total of 1 million shares of the Company (representing 10.7% of the Company's outstanding common shares). The Company has been advised by Mr. Hinchcliffe that he acquired the shares for investment purposes and he will file an Acquisition Report with the British Columbia Securities Commission in respect of the shares acquired. Copies of the report may be acquired without charge from Sandra Lee, Secretary of the Company, at the telephone number set out above.

For further information, please contact:

Brian E. Bayley - (604) 689-1428

*The Canadian Venture Exchange has not reviewed
and does not accept responsibility for the adequacy or accuracy of this release.*