

FORM 27

Securities Act (Ontario)

MATERIAL CHANGE REPORT UNDER SECTION 75(2) OF THE ACT

1. Reporting Issuer:

Nucontex Corporation
515 Consumers Road
Suite 500
Toronto, ON M2J 4Z2

2. Date of Material Change:

June 14, 2002

3. Publication of Material Change:

Press Release issued on June 14, 2002

4. Summary of Material Change:

Effective February 26, 2002, Mr. Henry Vehovec and Mr. James Ryan resigned as directors of Nucontex Corporation and effective May 30, 2002, Mr. Gordon Sutton resigned. Nucontex Corporation also announced that it will complete current client contracts but will no longer pursue any new business as it will cease to carry on business due to insufficient funding.

5. Full Description of Material Change:

See attached Press Release.

6. **Senior Officer:**

Peter Kaju, Chief Financial Officer
Telephone: 416-502-8607 ext. 223

I, **Peter Kaju**, Chief Financial Officer, certify that the foregoing accurately discloses the material change referred to herein.

Signed at Toronto, Ontario this 17th day of June, 2002.

"Peter Kaju"

Peter Kaju, Chief Financial Officer
Nucontex Corporation

IT IS AN OFFENCE FOR A PERSON TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THIS REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

SCHEDULE "A"



**Nucontex Corporation
515 Consumers Road
Suite 500
Toronto, Ontario, M2J 4Z2**

PRESS RELEASE

Toronto, June 14, 2002 – Nucontex Corporation (TSX: [YNZ.A]) (“Nucontex”) announced today that three of its five directors had resigned from the corporation: effective February 26, 2002 Mr. Henry Vehovec and Mr. James Ryan, effective May 30, 2002 Mr. Gordon Sutton. Nucontex would like to thank Mr. Vehovec, Mr. Ryan and Mr. Sutton for their contributions made. Management has determined that Nucontex will complete current client contracts in progress but will not be actively pursuing any new business. Nucontex will cease to carry on business due to insufficient funding.