This is the form of 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

Item 1. **Reporting Issuer**

BOTEX INDUSTRIES CORP.
Suite 1300 – 1075 West Georgia Street
Vancouver, B.C.
V6E 3C9

Item 2. **Date of Material Change**

September 17, 1999

Item 3. **Press Release**

September 17, 1999, in Vancouver, British Columbia.

Item 4. **Summary of Material Change**

The Company announced the closing of its private placement of 650,000 units at $1.45 per unit.

Item 5. **Full Description of Material Change**

The Company announces that it has closed its private placement of 650,000 units at $1.45 per unit. Each unit consists of one common share and one non-transferable share purchase warrant entitling the holder thereof to purchase an additional common share for a period of two years at a price of $2.00 per share.

The securities issued pursuant to this private placement are subject to resale restrictions in British Columbia expiring on January 9, 2000.

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

N/A

Item 7. **Omitted Information**

None

Item 8. **Senior Officers**

Don Greer President and Chief Executive Officer 604 888-1657	N. Ross Wilmot Chief Financial Officer 604 684-4691

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED this 20th day of September, 1999.

"Ross Wilmot"
(signature)

ROSS WILMOT
Name

Chief Financial Officer
Position

Vancouver, B.C.
Place of Declaration