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**

January 5, 2000

Item 3. **Press Release**

January 5, 2000, in Vancouver, British Columbia.

Item 4. **Summary of Material Change**

The Company announced the grant of incentive stock options to purchase a total of 1,955,000 common shares at $1.25 per share until January 5, 2005. The stock options are granted under the Company's stock option plan approved by shareholders at the Company's last annual general meeting. The Company also announced the election of additional directors.

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

The Company has granted, subject to all necessary regulatory approval, incentive stock options to its directors, senior officers and employees to purchase a total of 1,955,000 common shares. The options are exercisable on or before January 5, 2005, at a price of $1.25 per share, being equivalent to the public offering price of the Company's recently completed short form offering.

The options are subject to the Company's stock option plan (the "Plan") approved by shareholders at the Company's last annual general meeting held on June 29, 1999. Under the terms of the Plan, the Company may grant up to a maximum of 2,250,000 shares under option. The Plan has not yet been accepted by the Canadian Venture Exchange.

The Plan will terminate when all of the options have been granted or when the Plan is otherwise terminated by the Company. Any options outstanding when the Plan is terminated will remain in effect until they are exercised or they expire. The Plan provides that stock options can be issued to directors, senior officers, employees, full-time dependent contractors, part-time dependent contractors and consultants of the Company or any of its affiliates or subsidiaries or to employees of companies providing management or administrative services to the Company. The Plan further provides that it is solely within the discretion of the board to determine who should receive options and in what amounts.

Options granted under the Plan will be for a term not to exceed 10 years from the date of their grant. The options will be non-assignable except that they will be exercisable by the personal representative of the option holder in the event of the option holder's death. The options granted under the terms of the Plan will be exercisable at a price which is not less than the Discounted Market Price, as that term is defined in the CDNX policies.

The Company will not issue shares pursuant to options granted under the Plan until the shares have been fully paid for. The Company will not provide financial assistance to option holders to assist them in exercising their options.

The Company does not currently have any outstanding options and therefore, the total options subject to the Plan, as stated above, are 1,955,000.

The Company has elected additional directors. Mr. Ross Wilmot was elected a director at the Company's last annual general meeting on June 29, 1999, and Mr. Douglas Sheridan was elected a director effective November 9, 1999.

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
Vice President, Finance
604 684-4691

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED this 11th day of January, 2000.

"Ross Wilmot"
(signature)

ROSS WILMOT
Name

Vice President, Finance
Position

Vancouver, B.C.
Place of Declaration