

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

May 24, 2000

Item 3. Press Release

May 26, 2000, in Vancouver, British Columbia.

Item 4. Summary of Material Change

The Company announced the resignation of Mr. Don Greer as a director of the Company.

Item 5. Full Description of Material Change

The Company announces that Mr. Don Greer has resigned as a director of the Company effective May 24, 2000.

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

N/A

Item 7. Omitted Information

None

Item 8. Senior Officers

Kevin Parkinson
President
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 26th day of May, 2000.

"Kevin Parkinson"
(signature)

KEVIN PARKINSON
Name

President
Position

Langley, B.C.
Place of Declaration