KARMIN EXPLORATION INC.
133 Kendall Street
Point Edward, Ontario
N7V 4G6

October 15, 2002

VIA SEDAR

ALBERTA SECURITIES COMMISSION
20th Floor, 10025 Jasper Avenue
Edmonton, Alberta
T5J 3Z5

Attention: Executive Director

BRITISH COLUMBIA SECURITIES COMMISSION
701 West Georgia Street,
Pacific Centre, 12th Floor
Vancouver, British Columbia
V7Y 1L2

Attention: Executive Director

ONTARIO SECURITIES COMMISSION
800 – 20 Queen Street West
P.O. Box 55, 18th Floor
Toronto, Ontario
M5H 3S8

Attention: Executive Director

NOVA SCOTIA SECURITIES COMMISSION
Joseph Howe Building
1690 Hollis Street
P.O. Box 458, 2nd Floor
Halifax, Nova Scotia
B3J 3J9

Attention: Executive Director

TSX Venture Exchange
10th Floor, 300 - 5th Avenue S.W.
Calgary, Alberta
T2P 3C4

Dear Sir or Madam:

Re: Karmin Exploration Inc. (the "Corporation" or "Karmin")
MATERIAL CHANGE REPORT UNDER SECTION 146(1)

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of the Corporation. For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act* (Alberta) and other corresponding applicable forms. Concurrent with this filing, this letter is being filed with the TSX Venture Exchange, being the only exchange on which the Corporation's shares are listed.

Item 1 - Reporting Issuer

Karmin Exploration Inc.
133 Kendall Street
Point Edward, Ontario
N7V 1G6

Item 2 - Date of Material Change

The material change occurred on or about October 10, 2002.

Item 3 - Publication of Material Change

The Press Release was issued on October 10, 2002 by BCE Emergis E-News Services, Toronto, Ontario.

Item 4 - Summary of Material Change

Karmin Exploration Inc announced today the results of a report from their joint venture partner, Anglo American, who updated the indicated and inferred resources at Karmin's 28.5% owned Aripuanã project. The latest estimate described inferred and indicated resources total 23.74 million tonnes grading 5.07% zinc, 1.81% lead, 52.96 g/t silver, 0.43% copper and 0.41 g/t gold. The resources have been outlined from the Arex and Valley zones, two of five massive sulphide zones discovered to date along the 25 kilometer mineralized trend. The previous resource estimate was 18.65 million tonnes.

Item 5 - Full Description of Material Change

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"The increase in tonnage demonstrates the potential at Aripuanã for a very large scale mining camp" commented Bill Fisher, CEO of Karmin.

Table 1 shows the breakdown of the resources into the components, showing the grades of each of the zones. The resources are found along several kilometres and consist of three zinc dominated zones and a copper gold zone.

Resources - Arex and Ambrex								
Deposit	Zone	**Resource** Classification	Ton (x1000)	Zn %	Pb %	Ag g/t	Cu %	Au g/t
Arex	Zinc	Indicated	3,005	6.72	2.16	58.73	0.35	0.28
	Zinc	Inferred	3,261	6.90	2.33	66.28	0.36	0.28
	Total Zinc		**6,266**	**6.81**	**2.25**	**62.66**	**0.36**	**0.28**
	Copper	Indicated	1,852	0.44	0.08	21.10	1.95	1.56
	Copper	Inferred	1,797	0.54	0.07	18.81	1.99	1.64
	Total Copper		**3,649**	**0.49**	**0.08**	**19.97**	**1.97**	**1.60**
	Total Arex		**9,915**	**4.49**	**1.45**	**46.95**	**0.95**	**0.76**
Ambrex	Valley	Indicated	7,682	5.55	2.08	58.71	0.05	0.17
	Valley	Inferred	5,443	5.54	2.14	58.86	0.05	0.16
	Total Valley		**13,125**	**5.54**	**2.11**	**58.77**	**0.05**	**0.17**
	Toddy	Indicated	471	4.55	1.29	29.12	0.15	0.15
	Toddy	Inferred	228	4.77	1.36	28.75	0.14	0.14
	Total Toddy		**699**	**4.63**	**1.31**	**29.00**	**0.15**	**0.15**
	Total Ambrex		**13,825**	**5.50**	**2.07**	**57.27**	**0.06**	**0.16**
Total Arex + Ambrex - Zinc Zones			**20,091**	**5.91**	**2.12**	**58.95**	**0.15**	**0.20**
Total Arex + Ambrex - Zinc + Copper Zones			**23,740**	**5.07**	**1.81**	**52.96**	**0.43**	**0.41**

Table 1: Arex and Ambrex Classified Resources

The resources reported today do not include resources from the recently discovered extensions to the west of the Valley deposit, where mineralization has been traced over 1,000 metres (see press release of October 16th 2001). Initial drilling in this new zone included intersections of 9 metres grading 16.6% zinc, 5.4% lead and 156 g/t silver and 5.85 metres grading 8.5% zinc, 3% lead and 92 g/t silver. The drilling of the extension has so far been exploratory here and any infill drilling on the Valley West horizon is designed to add resources at a significantly increase grade.

Karmin Exploration Inc. is a base and precious metal exploration company, which discovered the Valley volcanogenic massive sulphide mineralization near Aripuanã in the state of Mato Grosso, Brazil. In 1999, Karmin formed a joint venture with Anglo American Brasil Ltda. to jointly explore Karmin's and Anglo's adjoining properties, where similar VMS discoveries have been made. Karmin holds 28.5% of Aripuanã, while joint-venture partner, Anglo American, holds 70%. Karmin are carried, at no project cost to them, to the completion of a bankable feasibility study.

Karmin's shares are listed on the Canadian Venture Exchange under the symbol "YKA".

The Annual General meeting of the company is being held at 11.00 a.m. on 30th October 2002 at Suite 901, 6 Adelaide Street, Toronto ON.

Item 6 - Reliance of Section 146(2) of the *Securities Act* (Alberta) and Other Corresponding Applicable Sections

N/A

Item 7 – Omitted Information

N/A

Item 8 - Senior Officer

The name of a Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

John Iannozzi
Chief Financial Officer
133 Kendall Street
Point Edward, Ontario
N7V 1G6

Phone: (519) 337-5302
Fax: (519) 337-0543

Item 9 – Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED this 15th day of October, 2002.

Yours truly,

KARMIN EXPLORATION INC.

Per: *"John Iannozzi"*
John Iannozzi
Chief Financial Officer