

MATERIAL CHANGE REPORT

Material Change Report under Section 118(1) of the *Securities Act*, Section 75(2) of the *Securities Act*, Ontario, Section 67(1) of the *Securities Act*, British Columbia.

ITEM 1 REPORTING ISSUER:

The reporting issuer is Kinloch Resources Inc. (the "Company"), whose principal office is located at 1025, 400 – 5th Ave. SW, Calgary, AB T2p 0L6.

ITEM 2 DATE OF MATERIAL CHANGE:

The date of the Material Change was September 24, 2002.

ITEM 3 NEWS RELEASE:

A press release was issued through the facilities of Canada News Wire on September 18, 2002.

ITEM 4 SUMMARY OF MATERIAL CHANGE:

The Company announced a proposed private placement of 93,750 common shares at \$0.80 per share and reservation of 100,000 stock options at \$0.80 per share to a newly appointed officer of the Company.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

The Company announced that Curt W. Labelle has been appointed Vice President, Operations. In connection with this appointment, 100,000 stock options have been reserved at \$0.80 per share and 93,750 common shares will be issued as a private placement at a price of \$0.80 per share. The private placement and issuance of stock options is subject to the approval of the TSX Venture Exchange.

ITEM 6 RELIANCE ON SECTION 118(2) OF THE SECURITIES ACT (ALBERTA), (OR SIMILAR PROVISIONS OF THE OTHER JURISDICTIONS WHERE THIS REPORT IS BEING FILED):

Not applicable.

ITEM 7 OMITTED INFORMATION:

Not applicable.

ITEM 8 SENIOR OFFICERS:

Paul Ward McRae Read, P. Eng.

Chairman, President and CEO
Kinloch Resources Inc.
1025, 400 – 5th Ave. SW
Calgary, AB T2P 0L6

Tel: (403) 503-0573

ITEM 9 STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

Dated at the City of Calgary, Alberta this 26th day of September, 2002.

Paul Ward McRae Read, P.Eng.
Chairman, President and CEO

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