

BC FORM 53-901F

SECURITIES ACT

**MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE B.C. *SECURITIES ACT*
AND 118(1) OF THE ALBERTA *SECURITIES ACT***

Item 1. Reporting Issuer

Primo Resources International Inc.
501 - 905 West Pender Street
Vancouver, BC V6C 1L6

Item 2. Date of Material Change

June 20, 2002

Item 3. Press Release

Press Release dated June 20, 2002 and disseminated to the Vancouver Stockwatch Magazine, B.C. Securities Commission, Alberta Securities Commission and Market News Publishing.

Place of Issuance: Vancouver, British Columbia.

Item 4. Summary of Material Change

The Issuer announces a share consolidation and two private placements of its securities.

Item 5. Full Description of Material Change

The Issuer announces that it will call an Extraordinary General Meeting to be held on July 25, 2002, for the purpose of obtaining shareholder approval of a proposed share consolidation. The proposed share consolidation will be on a 2 old for 1 new basis.

The Issuer also announces that it has agreed to a post-consolidation private placement of its securities to raise \$100,000 which will consist of a sale of 1,666,667 units at \$0.06 per unit, each unit consisting of one common share and one one-year non-transferable share purchase warrant with each such share purchase warrant entitling each holder to purchase one additional common share of the Issuer at a price of \$0.10 per share. All securities will be subject to a one-year hold period.

The Issuer further announces that it has agreed to second post-consolidation private placement of its securities to raise up to \$200,000 which will consist of the sale of up to 2,000,000 units at \$0.10 per unit, each unit consisting of one common share and one two-year non-transferable share purchase warrant with each such share purchase

warrant entitling each holder to purchase one additional common share of the Issuer at a price of \$0.10 per share. Finders may be paid a fee in cash on a portion of this private placement.

Item 6. Reliance on Section 85(2) of the B.C. Act and 118(2) of the Alberta Act

The Issuer is not relying on Section 85(2) of the B.C. Act or 118(2) of the Alberta Act.

Item 7. Omitted Information

There is no omitted information.

Item 8. Senior Officer

Anthony J. Beruschi, President & Director – 604.669.5819.

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at the City of Vancouver, in the Province of British Columbia, this 24th day of June, 2002.

“Anthony J. Beruschi”

Anthony J. Beruschi, President & Director