MATERIAL CHANGE REPORT

Form 53-901F (formerly Form 27) Under Section 85(1) of the British Columbia Securities Act
Form 27 Under Section 118(1) of the Alberta Securities Act
Form 27 Under Section 75(2) of the Ontario Securities Act
(Individually, the "Act" and collectively, the "Securities Acts")

1. Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer.

Canico Resource Corp. ("Canico")
#710 - 777 Hornby Street
Vancouver, BC
V6Z 1S4

2. Date of Material Change

State the date of the material change.

September 17, 2002

3. Press Release

State the date and place(s) of issuance of the press release issued under Section 85(1) (BC), Section 118(1) (AB) and Section 75(1) (ON) of the Securities Acts.

September 17, 2002

The Press Release was released to the TSX Venture Exchange and through various other approved public media and was SEDAR filed with the BC, AB and ON Securities Commissions.

4. Summary of Material Change(s)

Provide a brief but accurate summary of the nature and substance of the material change.

Canico has filed an amendment to its preliminary prospectus dated June 11, 2002 to reflect the one year extension granted by Inco Limited to allow Canico raise sufficient funds to complete the acquisition of the Onça-Puma property, the revised terms of the offering from a share offering to a unit offering to raise a minimum of $5 million and a maximum of $15 million with the resulting changes to the use of proceeds.

5. Full Description of Material Change

Canico has filed an amendment to its preliminary prospectus dated June 11, 2002 to reflect the following changes:

a) the extension by Inco Limited to January 31, 2004 of the time within which Canico may satisfy the principal condition to the acquisition of the Onça-Puma property, being the completion of financings aggregating at least US$22.5 million (US$4 million of which has been already satisfied);

b) revisions to the terms of the offering:

   i) to a unit offering, with each unit consisting of one common share and one warrant exercisable for a period of one year to purchase an additional common share;
   ii) to a minimum offering amount of $5 million and a maximum offering amount of $15 million; and

c) a revison to the use of proceeds of the offering to reflect the amended terms of the offering.

Watts, Griffis & McOuat, Consulting Engineers, have confirmed that the expenditure of the proceeds from the offering as now proposed on part of Phase I of the program as originally recommended will not be completed in full at this time.

The number of units to be offered, the offering price per unit and the exercise price of the warrants will be fixed prior to the filing of the final prospectus.

6. Reliance on Section 85(2)(BC), Section 118(2)(AB), and Section 75(3) (ON) of the Securities Acts

Not applicable.

7. Omitted Information

Not applicable

8. Senior Officers

The following senior officer of the Issuer is knowledgeable about the material change and may be contacted by the Commission at the following address and telephone number:

Jonathan Rubenstein, Vice-President,
Corporate Secretary & Director
#710 - 777 Hornby Street
Vancouver, BC V6Z 1S4 Phone: (604) 669-9446

9. Statement of Senior Officer

The foregoing accurately discloses the material changes referred to herein.

DATED at Vancouver, British Columbia, this 20th day of September, 2002.

"Signed"

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Jonathan Rubenstein, Vice-President