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
Form 27 Under Section 73 of the Quebec Securities Act
Form 27 Under Section 81(2) of the Nova Scotia Securities Act
Form 26 Under Section 76(2) of the Newfoundland Securities Act
Form 25 Under Section 84(1)(b) of the Saskatchewan Securities Act
National Policy 40 Manitoba/New Brunswick
(Individually, the "Act" and collectively, the "Securities Acts")

Item 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, B.C.
V6Z 1S4

Item 2: Date of Material Change

State the date of the material change.

February 13, 2003

Item 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), Section 75(1)(ON), Section 73 (QUE), Section 81(1)(NS), Section 76(1)(NWFD), Section 84(1)(a)(SASK) of the Securities Acts.

February 13, 2003

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

Item 4: Summary of Material Change

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

As a result of the closing of the Private Placements described in Canico's Material Change reports dated January 23, 2003 and January 27, 2003, Canico has raised net proceeds aggregating $24,123,781.20. The receipt of this money, taken with funds already in hand, satisfies the principal condition to closing of Canico's agreement with Inco Limited ("Inco") for acquisition by the Company from Inco of the Brazilian Company which holds the rights to the Onça-Puma Property in Para State, Brazil. Closing of this acquisition is scheduled for Monday, February 17, 2003.

Item 5: Full Description of Material Change

As a result of the closing of the Private Placements described in Canico's Material Change reports dated January 23, 2003 and January 27, 2003, Canico has raised net proceeds aggregating $24,123,781.20. The receipt of this money, taken with funds already in hand, satisfies the principal condition to closing of Canico's agreement with Inco Limited ("Inco") for acquisition by the Company from Inco of the Brazilian Company which holds the rights to the Onça-Puma Property in Pará State, Brazil. Closing of this acquisition is scheduled for Monday, February 17, 2003 at which time all deliveries will be made by Inco and Canico and documents will be submitted for registration in Brazil. The closing will be complete upon registration of the documents, at which time Canico will own 100% of the Brazilian Company which holds the rights to the Onça-Puma Property.

As a result of the closing, Inco will hold 18% of the issued common shares of Canico together with a number of share purchase warrants. The precise number of Inco warrants will depend on the number of the currently existing warrants which remain unexercised at the close of business on Friday, February 14, 2003. The terms of the Inco warrants will mirror the currently existing warrants. The Inco warrants are designed so that if, as and when any currently existing warrants are exercised, Inco can purchase shares at the same price if it wishes to maintain its 18% shareholding in Canico. Two Inco nominees will join the board of Canico, and the Offtake Agreement, Sales Agency Agreement and Technical Services Agreement between Canico and Inco, as described in Canico's Prospectus dated September 20, 2003, (available at www.sedar.com), will come into effect.

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

Not applicable

Item 7: Omitted Information

Not applicable

Item 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
710 – 777 Hornby Street
Vancouver, B.C. V6Z 1S4 Phone: (604) 669-9446

Item 9: Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 14th day of February, 2003.

"Jonathan Rubenstein"
Jonathan Rubenstein
Vice President & Corporate Secretary

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

ANY FEE PAYABLE TO THE ALBERTA SECURITIES COMMISSIN UNDER THE *SECURITIES ACT*, THE SECURITIES REGULATION AND THE ALBERTA SECURITIES COMMISSION RULES SHALL BE PAID TO THE ALBERTA SECURITIES COMMISSION IN ACCORDANCE WITH THE REQUIREMENTS OF THE FEE SCHEDULE TO THE SECURITIES REGULATION. ANY FAILURE TO ACCOMPANY A FORM OR APPLICATION WITH THE PRESCRIBED FEE SHALL RESULT IN THE RETURN OF THAT FORM OR APPLICATION.

IT IS AN OFFENCE FOR A PERSON TO MAKE A STATEMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE *SECURITIES ACT* OF THIS REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENATION. [NOVA SCOTIA]

IT IS AN OFFENCE FOR A PERSON TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THESE REGULATIONS THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE IS A MISREPRESENTATION. [SASK/NWFD]