

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1 Name and Address of Company

Steeplejack Industrial Group Inc.
(hereinafter referred to as "Steeplejack" or the "Corporation")

Principal Office: 8925 - 62 Avenue
Edmonton, Alberta T6E 5L2

ITEM 2 Date of Material Change

August 5, 2004

ITEM 3 News Release

Press Release issued over CCNMatthews - August 5, 2004

ITEM 4 Summary of Material Change

The Corporation announces the appointment of a new Chief Executive Officer ("CEO") effective October 1, 2004.

ITEM 5 Full Description of Material Change

The Corporation's long-time CEO, Mr. Jim Ross, who has been CEO since 1992, has announced his retirement, effective September 30, 2004.

Mr. Ross' successor will be Mr. Pat Ross (no relation), who has been a principal partner of Polar Capital Corporation from 2002 to present. From 1996 to 2002, Mr. Pat Ross was President of Wittke Inc., which became the second largest refuse truck body builder in North America.

ITEM 6 Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

ITEM 7 Omitted Information

Not applicable.

ITEM 8 Executive Officer:

For further information please contact:

Jim Ross
President and Chief Executive Officer
Phone: 780 - 465 - 9016
Fax: 780 - 466 - 8584

ITEM 9 Date of Report:

DATED at the City of Edmonton, in the Province of Alberta, this 9th day of August, 2004.

STEEPLEJACK INDUSTRIAL GROUP INC.

Per: (signed) James I.M. Ross

JAMES I.M. ROSS

President and Chief Executive Officer