

## **MATERIAL CHANGE REPORT**

**1. Name and Address of Reporting Issuer:**

Champion Bear Resources Ltd. ("Champion Bear" or the "Company")  
2005 - 9th Street S.W.  
Calgary, Alberta T2T 3C4

**2. Date of Material Change:**

August 16, 2004

**3. News Release:**

A press release was issued by the Company on August 19, 2004 and disseminated through the facilities of a recognized newswire service.

**4. Summary of Material Change:**

The Company entered into an agreement with Teck Cominco Limited ("Teck Cominco") to acquire a 100% interest in 18 unpatented mineral claims comprising the Aubrey Gold Property located adjacent to the Company's Plomp Farm Gold Property near Dryden, Ontario. The Aubrey Gold Property extends by 1.6 kilometers to the west, the strike length of favourable stratigraphy, covered by Champion Bear's Plomp Farm Gold Property.

Subject to approval by the TSX Venture Exchange, Champion Bear will issue 50,000 common shares to Teck Cominco. As operator, Champion Bear is committed to an expenditure of \$50,000 on or before August 16, 2005. Champion Bear will have earned a 100% interest in the Aubrey Gold Property upon a total expenditure of \$250,000 over three years, subject to Teck Cominco's back-in right and 2% net smelter return.

**5. Full Description of Material Change:**

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provide project debt financing for not less than 60% of the projected capital costs to construct a mine on the property.

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

Not applicable.

**7. Omitted Information:**

No information has been omitted.

**8. Executive Officer:**

The name and business numbers of the executive officer of the Company who is knowledgeable of the material change and this report is:

Richard D. Kantor, President  
Telephone: (403) 229-9522  
Facsimile: (403) 229-9518

DATED at the City of Calgary, in the Province of Alberta, this 19th day of August, 2004.

**CHAMPION BEAR RESOURCES LTD.**

Per: (Signed) Richard D. Kantor \_\_\_\_\_  
Richard D. Kantor  
President