

# TRIBUTE MINERALS INC.

Suite 808, 67 Yonge Street  
Toronto, Ontario  
M5E 1J8

## FILED VIA SEDAR

Ontario Securities Commission  
19th Floor, 20 Queen Street West  
Toronto, Ontario, M5H 3S8

Attention: Continuous Disclosure

Alberta Securities Commission  
4th Floor, 300 - 5th Avenue S.W.  
Calgary, Alberta, T2P 3C4

Attention: Continuous Disclosure

British Columbia Securities Commission  
12th Floor, Pacific Centre, 701 W. Georgia St.  
Vancouver, B.C., V7Y 1L2

Attention: Continuous Disclosure

TSX Venture Exchange  
130 King Street West, 3<sup>rd</sup> Floor  
Toronto, Ontario, M5X 1J2

Attention: Continuous Disclosure

Dear Sirs/Mesdames:

**RE: Material Change Report**

1. The name of the reporting issuer is **Tribute Minerals Inc.** ("Tribute" or the "Company"), whose principal office is at 67 Yonge Street, Suite 808, Toronto, Ontario, M5E 1J8.
2. The material change occurred on February 6, 2004.
3. A Press Release was published on the CCN Matthews Newswire on February 6, 2004.
4. The Company announced that it was offering between 4,000,000 and 10,000,000 units (each a "Unit") priced at \$0.25 per unit for gross proceeds of between \$1,000,000 and \$2,500,000. Each Unit shall consist of one (1) common share and one share purchase warrant entitling the holder to acquire an additional common share at a price of \$0.30 per share for a period twenty-four (24) months from closing. The offering is anticipated to close on or about March 5, 2004. Dominick & Dominick Securities Inc. has agreed to act as agent with respect to this placement. The proceeds from the offering will be used for exploration on Tribute's properties and for working capital. This transaction is subject to approval by the TSX Venture Exchange.
5. N/A.
6. The report is not being filed on a confidential basis in reliance on Section 146(2) of the Securities Act (Alberta), Section 75(3) of the Securities Act (Ontario) or Section 85(2) of the Securities Act (British Columbia).
7. No information is omitted because it is to be kept confidential.
8. Mr. Ian Brodie-Brown, President and C.E.O. of the Company, may be contacted at 416-368-2929 concerning this report.

9. The foregoing accurately discloses the material change referred to herein.

**DATED** at Toronto, Ontario this 6<sup>th</sup> day of February, 2004.

**TRIBUTE MINERALS INC.**

“William R. Johnstone”

Per:

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**WILLIAM R. JOHNSTONE**

**Corporate Secretary**