

This is the form of a material change report required under section 85(1) of the *Securities Act* and section 151 of the *Securities Rules*

FORM 27

Securities Act

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. Reporting Issuer

Avance Venture Corp.
13135 - 13th Avenue
Vancouver, British Columbia
V4A 1C1

Item 2. Date of Material Change

January 13, 2000

Item 3. Press Release

The Issuer issued a press release under date of January 13, 2000, pursuant to section 85(1) of the Act.

Item 4.

& Item 5. Summary and Full Description of Material Change

The company has settled \$213,782.40 of outstanding liabilities by the issuance of 1,336,140 shares of the Company at a price of \$0.16 per share. 60,625 of these shares are subject to a hold period expiring June 1st, 2000

Item 6. Reliance on Section 85(2) of the Act

This report is not being filed on a confidential basis.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

To obtain further information contact Robert Hughes, President and a Director of the Company at (604) 689-1105.

Item 9. Statement Senior Officer

The foregoing accurately discloses the material changes referred to herein.

Dated at Vancouver, British Columbia, this 7th day of February, 2000.

"ROBERT HUGHES"

Authorized Signatory