EVEN TECHNOLOGIES INC.

FORM 51-102F3

NATIONAL INSTRUMENT 51-102

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102

Item 1. **Name and Address of Company**

Even Technologies Inc. (the "Company" or "Even")
1255 West Pender Street
Vancouver, BC V6E 2V1

Item 2. **Date of Material Change**

December 15, 2004.

Item 3. **News Release**

Issued December 15, 2004 and distributed through the facilities of Vancouver Stockwatch and Market News. Copies were also forwarded to the B.C., Alberta and Ontario Securities Commissions and the TSX Venture Exchange via SEDAR.

Item 4. **Summary of Material Change**

The Company announced that it has arranged a non-brokered private placement of 400,000 units at $0.63 per unit.

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

The Company announced that it has arranged a non-brokered private placement of 400,000 units at $0.63 per unit. Each unit is comprised of one common share of Even and one-half of one share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of Even for a period of two years from the closing date at a price of $0.75 during the first year and at $1.50 during the second year.

Proceeds from the private placement will be used to fund product development, working capital and for general operating expenses.

The private placement is subject to regulatory approval.

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

This report is not being filed on a confidential basis.

Item 7. **Omitted Information**

No information has been omitted.

Item 8. **Executive Officer**

Donald R. Sheldon, President, at (604) 687-2038.

Item 9. **Date of Report**

DATED at Vancouver, this 20th day of December, 2004.