

BC FORM 53-901F

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE B.C. *SECURITIES ACT* AND 118(1) OF THE ALBERTA *SECURITIES ACT*

Item 1. Reporting Issuer

Mill Bay Ventures Inc.
Suite 400 – 455 Granville Street
Vancouver, BC V6C 1T1

Item 2. Date of Material Change

October 5, 2001

Item 3. Press Release

Press Release dated October 5, 2001 and disseminated to the Vancouver Stockwatch Magazine, B.C. Securities Commission, Alberta Securities Commission and Market News Publishing.

Place of Issuance: Vancouver, British Columbia.

Item 4. Summary of Material Change

The Issuer announces the acquisition of an interest in oil and gas rights.

Item 5. Full Description of Material Change

The Issuer announces that on September 12, 2001, it entered into an agreement with Black Canyon Oil & Gas Ltd. (“Black Canyon”) for the acquisition of 37.5% of Black Canyon’s 100% working interest in certain oil and gas rights in the Manyberries area of Alberta, subject to a 19.5% gross overriding royalty. The Manyberries project is located in Alberta approximately 50 miles south of Medicine Hat. The well to be drilled is an out-step well to test the southern extension of the Bow Island “B” Sandstone, a proven natural gas producing formation.

Pursuant to the agreement, the Issuer’s total financial commitment for the project is \$138,234.00, which will be funded from working capital.

Black Canyon is a private Alberta company. At the time the agreement was entered into with Black Canyon, one of the directors of the Issuer was related to one of the principals of Black Canyon. The director in question abstained from voting with respect to approval of the proposed acquisition by the Issuer’s directors. Subsequently, that principal of Black Canyon has become a director of the Issuer.

The agreement is subject to acceptance for filing by the Canadian Venture Exchange.

Item 6. Reliance on Section 85(2) of the B.C. Act and 118(2) of the Alberta Act

The Issuer is relying on Section 85(2) of the B.C. Act or 118(2) of the Alberta Act.

Item 7. Omitted Information

There is no omitted information.

Item 8. Senior Officers

Rudolfus Kocken, President - (604) 682-3701.

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at the City of Vancouver, in the Province of British Columbia, this 9th day of October, 2001.

"Rudolfus Kocken"
Rudolfus Kocken, President