

**FORM 53-901F**  
(Previously Form 27)

**MATERIAL CHANGE REPORT UNDER  
SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA)**

**1. Reporting Issuer**

LUMINEX VENTURES INC.  
Suite 125A – 1030 Denman Street, Vancouver, BC, V6G 2M6

**2. Date of Material Change**

February 21, 2002

**3. Press Release**

The Press Release dated February 21, 2002 was disseminated via Market News Publishing and Canada Stockwatch.

**4. Summary of Material Change**

See attached press release dated February 21, 2002

**5. Full Description of Material Change**

The Company options the AU Property in conjunction with consolidation of its share capital, two private placements, and the settlement of debt for shares. Please refer to the below release for complete details.

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

Not Applicable

**7. Omitted Information**

Not Applicable

**8. Senior Officers**

Dusan Berka, President & Director  
Tel. 604-341-3195

**9. Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia on the 26<sup>th</sup> day of February, 2002.

**LUMINEX VENTURES INC.**

Per:

“Dusan Berka”

Dusan Berka, President & Director

## Schedule “A”

February 21, 2002

Trading Symbol: LMV – CDNX

### **Luminex Ventures Inc. Options Au Property**

Luminex Ventures Inc. (the “Company”) is pleased to announce that it has negotiated an agreement to earn up to a 50 percent (50%) interest in 14 mineral claims totaling 23 square kilometers, located approximately 30 kilometers southeast of Merritt, B.C. near Pothole Creek within Nicola Mining Division.

The Au Property is host to a number of gold and gold-copper showings. The claims are situated within an area underlain predominantly by Upper Triassic Nicola group andesitic volcanics and associated intercalated pyroclastics and sediments. Subvolcanic diorite intrusives occur within this succession on the claims. Jurassic granitic plutons and presumably, younger porphyry dykes intrude the Nicola rocks on the property.

Previous mineral tenure holders conducted a variety of exploration work in the area from the 1960’s to the 1980’s. This work included ground geophysical surveys, soil geochemical surveys, trenching and diamond drilling. Rocca Resources Ltd. and George Resource Company Ltd. (“George”), conducted programs of prospecting, geological mapping, soil sampling, trenching and diamond drilling (1637 m) on the property from 1996 to 2000.

The work to date has been successful in locating a number of mineralized areas on the properties. Diamond drilling on the **WEN** claim located a strongly mineralized vein, the “Main” vein. Assays averaged across a 6.55 metre (21.5’) intercept ran: 16.578 gm/t (0.484 oz/t) Au, 12.901 gm/t (0.380 oz/t) Ag, and 0.75% Cu, with a higher grade section averaging: 28.426 gm/t (0.829 oz/t) Au, 18.185 gm/t (0.530 oz/t) Ag and 0.98% Cu over 3.81 metres (12.5’) (Verley, 2000). In addition, stockwork copper-gold mineralization was intersected in several holes to the immediate east of the Main vein. Hole 96-3 intersected 52.5 m, averaging 0.95% Cu and 1.03 gm/t Au (Verley, 2000). This mineralization suggests there is porphyry copper-gold potential on the property which should be explored. On the AU 1 Claim, the “**Hodge**” showing is a strongly mineralized quartz vein (assays across the 0.1 metre wide vein average: 1.67 oz/ton, a 1.3 metre section, including shattered wall rock, assayed 0.429 oz/t Au) (Verley, 2000). Trenching at the “**Nesbitt**” zone, also on the AU 1, located an area of low grade, apparently fracture-controlled gold-copper mineralization (averaging 1032 ppb or 0.033 oz/t Au over 8.5 metres) with a local

narrow (2 cm) zones of higher grade material (up to 1.28 oz/t Au) (Verley, 2000). This zone has a potential for bulk tonnage.

Trenching at the **Mal zone** tested a copper occurrence that has similarities to mineralization mined at the Craigmont deposit located 35 kilometers to the northwest. A preliminary magnetic survey conducted by George in 1996 over the area indicated that a gently westerly dipping magnetic high is associated with the mineralized zone. Grab samples from the Mal zone assayed up to 1.36% Cu and contained anomalous gold values (440 ppb Au). In the early 1960's narrow diameter diamond drilling intersected 20' averaging 1.62% Cu. However, gold values were not reported. (Verley, 2000)

In consideration, Luminex must spend \$50,000 on exploration work at the property by Oct. 31, 2002, at which point the Company will be granted an option to acquire a 50 percent (50%) stake in the property interest by spending \$50,000 and issuing 50,000 post-consolidated shares of the Company each year for a period of 4 years to earn 12.5% per year to a maximum of 50%. The properties are being optioned from Commerce Resources Corp. Following Luminex earning the 50% interest, Luminex Ventures and Commerce Resources will explore the property through a joint venture with standard industry terms. David Hodge is a Director of Commerce Resources Corp. as well as a nominee for Directorship at the Annual General Meeting for Luminex Ventures. The agreement is subject to the regulatory and shareholder approval of the property acquisition, share consolidation and private placement.

### **Consolidation of Share Capital**

To provide flexibility for future financings, Luminex Ventures Inc. announces, subject to regulatory and shareholder approval, its intention to consolidate the outstanding common shares of the Corporation. At the AGM, on March 22, 2002, the Board of Directors will seek the approval of a share consolidation of the Company's common shares on the basis of six (6) shares held being consolidated into one (1) post-consolidated share. As part of the consolidation, the Company proposes to change its name to "Lateegra Resources Corp." or such other name as may be approved by the directors of the Company and as may be acceptable to the regulatory authorities having jurisdiction. The current number of common shares issued and outstanding as at February 20, 2002, is 9,675,703.

## **Private Placement**

The Company wishes to announce a private placement of up to 500,000 post-consolidated units of the Company at a price of \$0.10 per unit, subject to the approval of the Canadian Venture Exchange. Each post-consolidated unit will consist of one common share and one non-transferable share purchase warrant entitling the holder to purchase one additional common share of the Company for a period of two years at a price of \$0.10 per share in the first year and a price of \$0.13 per share in the second year. The proceeds of the private placement will be used for general working capital. The private placement will be subject to the approval of the share consolidation.

The Company also wishes to announce a private placement of up to 500,000 post-consolidated units of the Company at a price of \$0.20 per unit, subject to the approval of the Canadian Venture Exchange. Each post-consolidated unit will consist of one common share and one non-transferable share purchase warrant entitling the holder to purchase one additional common share of the Company for a period of two years at a price of \$0.20 per share in the first year and a price of \$0.40 per share in the second year. Up to 250,000 units may be issued on a flow-through basis. The warrant shall be non flow-through. The proceeds of the private placement will be used for potential property acquisitions, exploration work and general working capital. The private placement will be subject to the approval of the share consolidation.

## **Shares for Debt**

Company management is entering agreements to settle with certain creditors of the Company pursuant to which the Company has agreed to issue, in the aggregate, up to 2,224,388 units in the post consolidated capital stock of the Company at a deemed price of \$0.12 per unit to the creditors or their assignee's in satisfaction of debts totaling, in the aggregate, \$266,926.77 owing by the Company to the creditors. Each post-consolidated unit will consist of one common share and one non-transferable share purchase warrant entitling the holder to purchase one additional common share of the Company for a period of two years at a price of \$0.12 per share in the first year and a price of \$0.15 per share in the second year. The shares for debt settlement are subject to regulatory and shareholder approval. Of the debt holders, Luminex Ventures has agreed to issue to Zimtu Technologies 1,250,000 post-consolidated shares as per the \$150,000 debt. Both David Hodge and Shaun Ledding, nominees for Directorship at the Annual General Meeting are also Directors of Zimtu Technologies Inc.

**ON BEHALF OF THE BOARD OF DIRECTORS  
LUMINEX VENTURES INC.**

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Dusan Berka, P.Eng  
President