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

FORM 53-901F
(Previously From 27)

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

This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this are complied with.

Every report required to be filed under section 85(1) of the *Securities Act* (the "Act") shall be sent to the British Columbia Securities Commission (the "Commission") in an envelope addressed to the Commission and marked "Continuous Disclosure".

WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL - SECTION 85", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL".

1 Reporting Issuer

BHR BUFFALO HEAD RESOURCES LTD.
2489 Bellevue Avenue
West Vancouver, British Columbia V7V 1E1

Telephone (604) 922-2030

(the "Issuer")

2 Date of Material Change

April 8, 2002

3 Press Release

Issued in Vancouver, under Section 85 (1) of the Act, on April 8, 2002 and disseminated through the facilities of Market News and Stockwatch.

4 Summary of Material Change

The Issuer announced it has entered into a Letter of Intent.

5 Full Description of Material Change

The Issuer announced that it has entered into a Letter of Intent dated for reference March 13, 2002 with the management of The Werks Holdings Limited. ("The Werks"), pursuant to which the parties have agreed to proceed with the acquisition by the Issuer of all of the issued and outstanding shares of The Werks, subject to shareholder and regulatory approval.

<u>Acquisition of The Werks</u>

The terms of the proposed acquisition, which was negotiated at arm's length, are as follows:
The Issuer will acquire all of the securities of The Werks at closing for an aggregate purchase price equal to that number of common shares (the "Transaction Shares") as is determined by dividing the value of The Werks, which is to be established by way of audited financial statements of The Werks specifically based upon net tangible book value and an audited schedule of development costs, by $0.15 (the "Proposed Transaction"). Further information in this regard will be disseminated as it becomes available. The Transaction Shares would be comprised in part of escrow shares (the "Escrow Shares") in accordance with the policies of the Exchange.

All of the Transaction Shares will be subject to a Voluntary Pooling Agreement between the Issuer, the Issuer's registrar and transfer agent and the shareholders which will provide that the Transaction Shares be released over a period of three (3) years, as to 1/3 on each of the first, second and third anniversary dates of the closing of the Proposed Transaction.

In addition to the foregoing, the Transaction Shares will be subject to such other resale restrictions as may be prescribed by applicable securities laws or by the Canadian Venture Exchange (the "Exchange"), including the hold period applicable under Multilateral Instrument 45-102.

The completion of the Proposed Transaction will be subject to a number of conditions, including, but not limited to;

1. completion by the parties of satisfactory due diligence reviews;

2. acceptance for filing of the Agreement by the Exchange;

3. the execution by the Issuer, The Werks and all shareholders of The Werks, of a formal share exchange agreement;

4. completion by The Werks of a private placement of 2,400,000 common shares at a price of $0.25 per share;

5. the payment of a finder's fee to Gary Kilpatrick, an arm's length party to the Issuer with respect to the acquisition of The Werks by the issuance of shares under the policies of the Exchange;

6. approval of the shareholders of the Issuer, as required by the Exchange;

7. the availability of registration and prospectus exemptions under the *Securities Act* (British Columbia) and other applicable securities legislation in connection with the distribution of the Transaction Shares

8. the issuance by The Werks of up to 1,100,000 shares in settlement of outstanding debt; and

9. an agreement being in place for development and operation by The Werks of at least one business outlet in a major Canadian hotel property.

In addition, the Issuer further announces that it will, subject to regulatory approval, issue up to 2,000,000 Units (the "Units") at a price of $0.10 per Unit as part of the acquisition of The Werks. Each Unit will consist of one common share and one share purchase warrant, with each warrant being exercisable into one additional common share at a price of $0.15 per share for a period of one year from the date of issue thereof. The proceeds from this placement will be used for general working capital purposes. There is no finders' fee payable in connection with the private placement. See discussion below under the heading "Private Placement by the Issuer".

Completion of the Proposed Transaction is also subject to approval by the majority of the minority shareholders of the Issuer, acceptance for filing by the Exchange of the resulting reverse take-over and change of business, and sponsorship of the transaction.

Pacific International Securities Inc., subject to the completion of satisfactory due diligence, has agreed to act as sponsor to the Issuer in connection with the Proposed Transaction. An agreement to sponsor should not be construed as any assurance with respect to the merits of the Proposed Transaction or the likelihood of completion.

Upon the completion of the Proposed Transaction, the Issuer will change its name to "THE WERKS HOLDINGS LIMITED", or such other name as may be acceptable to the parties and the Exchange, and its board of directors will be comprised of Les Geirholm (Director, President and CEO), Gary Kilpatrick (Director and Vice President, Business Development), Lorne Broten, (Director, CFO and Secretary), Stuart Ross, Director and Sharon Constable, Director. None of the directors, officers or insiders of the Issuer have any interest, direct or indirect, in The Werks. To the knowledge of management of the Issuer, none of the directors, officers or shareholders of The Werks have any interest, directly or indirectly, in the Issuer.

The present senior management of The Werks includes Les Geirholm, Gary Kilpatrick and Lorne Broten. Upon completion of the transaction the directors and officers will be Les Geirholm, Gary Kilpatrick, Lorne Broten, Stuart Ross and Sharon Constable.

Les Geirholm, President and CEO, Director has extensive experience in the printing and advertising industry. He spent 28 years in marketing and sales with a number of major newspapers in Canada, including Pacific Press in Vancouver (The Vancouver Sun & The Province). After he left the newspaper industry he operated three Academy of Learning centres in the Vancouver area. Following ten years of operation, he sold this business in 2001.

Lorne Broten, C.M.A., CMC, Director and CFO has been a management consultant for over 30 years. During that period he has been involved with numerous start-ups, employee buyouts, management information systems, financial structuring and corporate reorganization as well as acting as CFO in a number of companies. He is a business lecturer, author and serves as a director for a number of private sector companies

Gary Kilpatrick, Director, Vice President Business Development, has over 30 years of experience within both private and public organizations. Mr. Kilpatrick holds a significant knowledge and understanding of the investment market at both levels. As a member of The Werks' investment team, Mr. Kilpatrick has successfully co-navigated The Werks' private investment strategies, providing much knowledge and support to the team, as well as introducing a variety of key individuals to the organization. Mr. Kilpatrick's business experience ranges from the owner of recreational property in British Columbia's interior, to being the President of Yellow Jack Resources Ltd. (now Canoreo Resources Ltd.), a resource company listed on the Canadian Venture Exchange, for over six years. His notable skill set includes proven management abilities, investor relations strengths, strong leadership and strategic planning.

Stuart R. Ross, Director*,* has served as a director of the Issuer since March 1, 2002. Mr. Ross serves as a Director and Chief Financial Officer of Clearly Canadian Beverage Corporation (a beverage producer and distributor listed on The Toronto Stock Exchange, OTC Bulletin Board). Prior to 1986, Mr. Ross held positions as accountant and controller with corporations within British Columbia. Mr. Ross serves as a Director of Lake City Gaming Corp. and is President and director of S&C Ross Enterprises Ltd. (a private management and consulting company). Mr. Ross also serves as a director and/or officer of a number of other public companies.

Sharon E. Constable, Director, has been a director of the Issuer since October, 2001 and secretary since April, 2000. Ms. Constable joined Waterfront Capital Corporation on September 1, 1999 as Manager, Corporate Affairs and was appointed Secretary on December 1, 1999. Prior thereto, Ms. Constable has provided corporate and administrative services relating to compliance and regulatory affairs for a number of mining, industrial and biotech companies listed on various stock exchanges in Canada and the United States on a consulting basis from January, 1992 to September, 1999. Ms. Constable has served as a director of Canmine Resources Corp. (a mining company listed on the Toronto Stock Exchange) since 1998. Ms. Constable also serves as a director and/or officer of a number of other public companies.

The Issuer proposes to schedule an extraordinary general meeting of its shareholders as soon as possible to consider, among other matters, the Proposed Transaction, name change and composition of the Issuer's board of directors. The Proposed Transaction to be entered into by the Issuer is intended to serve as the Issuer's "reactivation plan" under Exchange policies.

<u>The Business of The Werks Holdings Limited</u>

Incorporated under the Canada Business Corporation Act, Canada and based in Vancouver B.C., The Werks business involves the development and operation of business centre facilities at select locations throughout North America. These business centres will operate in conjunction with full service printing plants (central print facilities) in order to maximize the scope of services offered. The Werks has targeted three clearly identifiable market sectors that have a similar need for reprographic, printing and business services. The Werks proposes to aggressively approach these sectors with competitive pricing, quality products and premium service. The Werks Business Centres will all be linked to central print facilities similar to the AJA Printing Plant located in Coquitlam, B.C. that now forms the nucleus of the existing operation. This will expand the product offering available in each business center, enabling them to provide the full spectrum of services to the target client group. This will maximize the potential of each business centre and at the same time utilize the greater capacity of the central print facilities.

Insofar as The Werks is a recently incorporated company, it has no long-term operating history. The Werks has emerged from a concept that was initially based upon logical common sense and subsequently confirmed by research that identified a demand among the traveling business community for a range of printing, reprographic and other business services. The second half of the equation became readily apparent when it was identified that the hospitality industry (hotels to be specific) were incapable of or, had chosen not to provide these services. The same research confirmed the logic that identified a significant technological trend toward laptop based internet communication as the method of choice among the traveling business community. As a result, The Werks will target regular and frequent business travelers and will utilize leading edge technologies to establish internet based communications freeways to facilitate transactions with this target client group.

The Werks was incorporated on September 21, 2001 and since that date has generated income from the printing services offered through its Coquitlam facility. During the upcoming fiscal period, The Werks intends on expanding into new venues, including hotel locations with captive customers who stay in these locations and from the business community surrounding the locations.

The holders of 10% or more of the issued shares of The Werks are Carl Martin of Victoria, B.C., Noel Cutler of Nelson, B.C. and Mehran Taghvai of Coquitlam, B.C..

Private Placement by the Issuer

The Issuer has been designated as inactive and must meet Tier Maintenance Requirements ("TMR") prior to the close of business on March 22, 2002 or alternatively, provide the Exchange with evidence that it meets the working capital requirements of at least $50,000 in positive working capital and request that the Exchange consider an extension to meet the remainder of TMR.

In order to raise necessary working capital for the Issuer to meet the working capital requirements of TMR, the Issuer announces that it will, subject to regulatory approval, issue up to 2,000,000 Units (the "Units") at a price of $0.10 per Unit. Each Unit will consist of one common share and one share purchase warrant, with each warrant being exercisable to acquire one additional common share at a price of $0.15 per share for a period of one year from the date of issue thereof. The Issuer will close the placement in two tranches, the first tranche of which will be a minimum of 500,000 units. The proceeds from this placement will be used for general working capital purposes. There is no finder's fee payable in connection with the private placement.

Completion of the Proposed Transaction is subject to a number of conditions, including, but not limited to, Exchange acceptance, including the requirement that The Werks will meet the Exchange's Minimum Listing Requirements after completion of the Proposed Transaction and disinterested shareholder approval. The transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all. Investors are cautioned that, except as disclosed in the management information circular and/or filing statement to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Change of Business or Reverse Take-Over may not be accurate or complete and should not be relied upon. Trading in the securities of the Issuer should be considered highly speculative.

Appointment of Officer

The Issuer further announces that Mr. Noel Cutler was appointed as Vice President of the Issuer effective March 11, 2002.

6 Reliance on Section 85(2) of the Act

Not applicable

7 Omitted Information

No information has been intentionally omitted from this form.

8 Senior Officers

Douglas L. Mason, President and Chairman of the Board
Sharon Constable, Secretary
Noel Cutler, Vice President

Further information may be obtained from Douglas L. Mason, director of the Issuer 2489 Bellevue Avenue, West Vancouver, British Columbia, V7V 1E1, (604) 922-2030

9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 8th day of April, 2002.

BHR BUFFALO HEAD RESOURCES LTD. .

Signed: "Sharon E. Constable"
Signature

Secretary
(Official capacity - please print)

Sharon E. Constable
(Please print here name of individual whose signature appears above, if different from name of vendor or agent printed above)

THIS IS THE FORM OF A MATERIAL CHANGE REPORT REQUIRED UNDER SECTION 85(1) **OF THE SECURITIES ACT** (BRITISH COLUMBIA)