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

August 6, 2002

3 Press Release

Issued in Vancouver, under Section 85 (1) of the Act, on August 6, 2002 and disseminated through the facilities of Market News and Stockwatch.

4 Summary of Material Change

The Issuer updated it's Letter of Intent.

5 Full Description of Material Change

The Issuer announced that it has closed the private placement of 2,000,000 Units at a price of $0.10 previously announced. Each Unit consists of one share and one share purchase warrant. Each share purchase warrant is exercisable into one common share at a price of $0.15 for one year. The common shares and any shares to be issued on the conversion of the share purchase warrants are subject to a hold period expiring July 23, 2003.

<u>Proposed Reverse Takeover Update</u>

The Issuer also announces that further to the news release dated April 8, 2002 announcing a Letter of Intent with The Werks Holdings Limited, ("The Werks"), the Issuer is continuing due diligence and the preparation of the necessary documentation for filing with the TSX Venture Exchange (the "Exchange") and for mailing to its shareholders.

The present senior management of The Werks includes Joel Cutler, Gary Kilpatrick and Mehran Taghvai. Upon completion of the transaction the directors and officers will be Joel Cutler, Gary Kilpatrick, Mehran Taghvai, Stuart Ross and Sharon Constable.

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.

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.

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 6th day of August, 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)