

**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**

Truax Ventures Corp.  
604 - 750 West Pender Street  
Vancouver, BC V6C 2T7

**Item 2.        Date of Material Change**

March 21, 2003

**Item 3.        Press Release**

Press Release dated March 21, 2003 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 an amendment to its property acquisition news release.

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

The Issuer wishes to correct the description of its newly acquired property interest in the Red Lake Area of Ontario given in its news release of March 7, 2003. In that news release, it was indicated by error that the two claims blocks comprised 120 units. The new claims acquired are more correctly described as the Mike #1 and Mike #2 claims comprising 24 units located in the Red Lake Mining District, Otter Lake Area Township, in the Province of Ontario.

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

The Issuer is not 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**

Douglas Eacrett, Secretary - (604) 669-2615.

**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 2nd day of June, 2003.

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Douglas Eacrett, Secretary