

**Alberta - Form 27
British Columbia, Form 53-901F**

SECTION 118(1) OF THE SECURITIES ACT (ALBERTA) AND
SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)

MATERIAL CHANGE REPORT

ITEM 1 REPORTING ISSUER

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

ITEM 2 DATE OF MATERIAL CHANGE

December 4, 2003

ITEM 3 PRESS RELEASE

Issued December 5, 2003 at Vancouver, BC

ITEM 4 SUMMARY OF MATERIAL CHANGE

Truax Ventures Corp. appoints Senator Edward M. Lawson to the board of directors replacing David Van Dyke, who has resigned.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

Truax Ventures Corp. ("Truax") appoints Senator Edward M. Lawson to the board of directors. Senator Lawson has served in the Canadian Senate for 33 years. He was also elected to four, five year terms as an International Vice President for the Teamsters Union. Senator Lawson replaces David Van Dyke who has resigned.

Truax also announces that Senator Lawson has accepted the position of Chairman of the Board. The board of directors of Truax now consists of Gerald Jardine, Senator Edward M. Lawson and John W. Toljanich. Truax would like to thank Mr. Van Dyke for his valuable contribution.

ITEM 6 RELIANCE ON SECTION 85(2) OF THE ACT

This report is not being filed on a confidential basis.

ITEM 7 OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8 DIRECTOR/SENIOR OFFICER

Contact: Gerry Jardine
Telephone: 604 669-2615

ITEM 9 STATEMENT OF SENIOR OFFICER/DIRECTOR

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, BC this 5th day of December 2003

"Gerry Jardine"

Gerry Jardine, Director