

MATERIAL CHANGE REPORT

BC FORM 53-901F

Under Section 85(1) of the British Columbia Securities Act

FORM 27

Under Section 118(1) of the Alberta Securities Act

1. Reporting Issuer

C Squared Developments Inc. (the "Company")
735 – 1489 Marine Drive
West Vancouver, B.C. V7T 1B8

Telephone: (604) 913-0613

2. Date of Material Change

July 9, 2002

3. Press Release

A news release was issued on July 9, 2002, and disseminated through the facilities of Canada Stockwatch and Market News.

4. Summary of Material Change(s)

The Company has entered into a Letter of Intent with Terrawest Management Inc., a non-related Vancouver, B.C. based private corporation, regarding the potential acquisition of two advanced gold projects situated in the People's Republic of China.

5. Full Description of Material Change(s)

See attached news release.

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

Not Applicable

7. Omitted Information

Not Applicable

8. Senior Officer

Jonathan George
Telephone: (604) 913-0613

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 9th day of July, 2002.

C SQUARED DEVELOPMENTS INC.

Per:

“Jonathan George”

Jonathan George, President

C SQUARED DEVELOPMENTS INC.

735 – 1489 MARINE DRIVE
WEST VANCOUVER, B.C. V7T 1B8
tel. (604) 913-0613
fax (604) 913-0628

JULY 9, 2002

NEWS RELEASE 00-05
TRADING SYMBOL SQD.V
SEC 12g3-2(b) #82-1756

The Company announces that it has entered into a Letter of Intent with Terrawest Management Inc. (“Terrawest”), a non-related Vancouver, B.C. based private corporation, regarding the potential acquisition of two advanced gold projects situated in the People’s Republic of China.

The Letter of Intent provides that the Company will advance up to \$50,000 to purchase existing data and sponsor a site inspection and visit to China.

After completion of the inspection and analysis of the data, the Company will have the sole and exclusive right to acquire Terrawest’s rights to complete valuations and perfect joint ventures on both projects.

In connection with Project #1, Terrawest will grant to the Company the right to acquire its joint venture interest in the project, based upon an independent valuation to be completed during the August to November 2002 period, for 50% of the issued and outstanding shares of the Company on a fully diluted basis.

Terrawest will also grant to the Company the option to acquire its interest in Project #2, by funding a program of work in the amount of US \$2.45 million over a two year period. At any time after completion of at least 50% of the work programs, the Company will have the right to acquire Terrawest’s interest for shares of the Company, on the basis of a valuation satisfactory to it and to the TSX Venture Exchange.

Both projects are located in the Qin Ling gold mining district of China. Typifying the district are high grade, polymetallic mesothermal deposits occurring in the Archean-Taihua complex, which is composed mainly of felsic gneisses and metamorphosed supracrustal rocks interbedded with mafic to ultramafic rocks.

Further details will be made available upon the completion of the Company’s initial assessment.

ON BEHALF OF THE BOARD OF
C SQUARED DEVELOPMENTS INC.

“Jonathan George”

Jonathan George, President

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.