

**BC FORM 53-901F**  
(previously Form 27)

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

**Item 1**      **Reporting Issuer**

Abbastar Holdings Ltd.  
750 West Pender Street  
Vancouver, British Columbia  
V6C 2T7

(the “Company”)

Telephone: (604) 658-2040

**Item 2.**      **Date of Material Change**

September 17, 2002

**Item 3.**      **Press Release**

The Company issued a news release on September 23, 2002.

**Item 4.**      **Summary of Material Change**

The Company announced that further to a July 22, 2002, press release, it has completed its consolidation of share capital on a 15 old for one new basis, and the name of the Company has been changed from Fountain House Holdings Corp. to Abbastar Holdings Ltd.

The Company also announced that further to an August 9, 2002 press release, on September 20, 2002, the TSX Venture Exchange conditionally approved a private placement of 1,400,000 post-consolidation shares at a price of \$0.12 per share, with non-transferrable share purchase warrants attached to purchase 700,000 post-consolidation shares at a price of \$0.15 per share for a period of one year (the “Offering”).

The proceeds from the Offering will be used to fund Company restructuring costs and debt reduction, as well as for general working capital.

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

See attached press release.

**Item 6. Reliance on Section 85(2) of the Act**

Not applicable.

**Item 7. Omitted Information**

None.

**Item 8. Senior Officers**

The following senior officer of the Issuer is knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

Gary Schroeder, President  
Abbastar Holdings Ltd.  
750 West Pender Street  
Vancouver, British Columbia  
V6C 2T7

(the "Company")

Telephone: (604) 658-2040

**Item 9. Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

September 24, 2002  
Date

Signed "Gary Schroeder"  
Signature

**Gary Schroeder**  
Name

**President**  
Position

**Vancouver, British Columbia**  
Place of Declaration

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