FORM 27

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. **Reporting Issuer**

Blue Lightning Ventures Inc.
7542 1st Street
Burnaby, BC
V3N 3T2

Item 2. **Date of Material Change**

May 24, 2000

Item 3. **Press Release**

Press Release dated May 24, 2000 and disseminated to the Vancouver Stockwatch Magazine, Canadian Venture Exchange, B.C. Securities Commission, Market News Publishing and George Cross News Letter.

Place of Issuance: Vancouver, British Columbia.

Item 4. **Summary of Material Change**

The Issuer has entered into agreements to acquire a 100% interest in the Gordon #1 Claim and a 37% interest in the MT Spencer property.

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

Gordon #1 Claim

The Issuer has entered into an agreement with a private British Columbia company whereby it will acquire a 100% in the Gordon #1 Claim for a total of $240,000. The Gordon #1 Claim is located approximately 3.5 kilometres northeast of the Craigmont Mine, in the Nicola Mining Division, British Columbia.

The Gordon #1 Claim covers the contact between the rocks of the "Border Phase" of the Guichon Creek batholith and the volcanic and sedimentary rocks of the Nicola Group. The Border Phase unit lies between the granodioritic rocks of the Highland Valley Phase and the surrounding Triassic Nicola Group. It consists of granodiorite to quartz diorite rocks and some hybrid rocks with textures intermediate between the granodiorites and the Nicola country rocks.

The contact between the Border Phase and the surrounding Nicola Group has been mapped and can be followed for 500 metres to the east where it is covered by the overburden of the Guichon Creek valley. From there, it is interpreted to wrap around to a northerly direction. The Craigmont deposit is located along this contact. The Craigmont mineralization consists of pods, lenses and disseminations of magnetite, hematite and chalcopyrite hosted in the limy horizon between walls of greywacke and andesite of the Nicola Group.

The Issuer intends to conduct an initial work program on the Gordon #1 Claim which will consist of line cutting, geological mapping and trenching.

MT Spencer Property

The Issuer has entered into an agreement whereby it will acquire a 37% interest in the MT Spencer Property for a one-time payment of $100,000. The property consists of six mineral claim units located in the Port Alberni-Nitinat River area of Vancouver Island. The Issuer currently owns a 60% interest in the MT Spencer Property.

The rocks underlying the MT Spencer Property consist mainly of bedded bioclastic crinodal limestones and calcareous siltstones. They form a dip slope (dipping 25-30 degrees east). These rocks are host to several shallow dipping, gold-bearing, quartz and quartz-carbonate veins varying from 0.5 to 30 centimetres in thickness. Their sulphide content, up to 75%, includes variable combinations of pyrite-arsenopyrite-galena-pyrrhotite.

The latest systematic exploration program comprising the current property was conducted in 1987 and 1988. This $580,000 program consisted of 12 square kilometres of 1:10,000 and five square kilometres of 1:2,500 scale geological mapping, prospecting, a 23.85 line kilometre soil geochemical survey with 1,006 soil samples analyzed for gold by atomic absorption and for 30 elements by ICP method, a 13.25 line kilometre induced polarization geophysical survey and a total of 80 metres of trenching in two locations. It was followed by a diamond drilling program totalling 2,306 metres in 19 holes. This exploration program outlined numerous geochemical and geophysical anomalies on the Property.

Diamond drilling on the Property has intersected several intensely altered horizons with quartz-carbonate veins hosting gold-bearing polymetallic sulphides. These horizons have not been identified at surface. As an example of these intersections, one section of drill core contained 2.35 grams per tonne gold over 6.6 metres, including 4.23 grams per tonne gold over two metres. More recent, smaller rock sampling programs have identified additional zones anomalous in gold.

An initial $200,000 work program consisting of line cutting, detailed geological mapping and trenching is recommended to better define the stratigraphy, the structural geology and the controls of the mineralization on the Property. Based on favourable results, the Issuer intends to conduct a second phase diamond drilling program.

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

The Issuer is not relying on Section 85(2) of the Act.

Item 7. **Omitted Information**

There is no omitted information.

Item 8. **Senior Officers**

Linda Smith, President - (604) 837-2739.

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 8th day of June, 2000.

"Linda Smith"
Linda Smith, President