

This is the Form of Material Change Report required under Section 67(1) of the *Securities Act*.

FORM 27

Securities Act

MATERIAL CHANGE REPORT UNDER SECTION 67(1) OF THE ACT

Item 1. Reporting Issuer

ARTGALLERYLIVE.COM MANAGEMENT LTD.

#1480 - 885 West Georgia Street
Vancouver, British Columbia
V6C 3E8

Telephone: (604) 687-3376

Fax: (604) 687-3119

Item 2. Date of Material Change

June 21, 2000

Item 3. Press Release

The date of the press release issued pursuant to Section 67(1) of the Act with respect to the material change disclosed in this report is June 21, 2000. The press release was issued in Vancouver, British Columbia.

Item 4. Summary of Material Change

(see attached news release)

Item 5. Full Description of Material Change

(see attached news release)

Item 6. Reliance on Section 67(2) of the Act

N/A

Item 7. Omitted Information

N/A

Item 8. Senior Officer

The following senior officer of the Company is knowledgeable about the material change disclosed in this report:

Peter Steele
Phone: (604) 685-5291

Item 9. Statement of Senior Officer

I, the undersigned, Chief Executive Officer of the Company, hereby certify that the foregoing information accurately discloses the material change referred to herein.

Executed at Vancouver, British Columbia, this 21st day of June, 2000.

“Peter Steele”

Peter Steele
Chief Executive Officer