MATERIAL CHANGE REPORT

BC Form 53-901F (Previously Form 27) *Securities Act* (British Columbia)
Form 27 – Material Change Report Under Section 146(1) of the Securities Act (Alberta)
Form 27 – Material Change Report Under Section 75(2) of the Securities Act (Ontario)

This is a:
Material Change Report Under Section 85(1) of the Securities Act (British Columbia)
Material Change Report Under Section 75(2) of the Securities Act (Alberta)
Material Change Report Under Section 146(1) of the Securities Act (Ontario)

ITEM 1. Reporting Issuer:

Cantech Ventures Inc.
601-431 Pacific Street
Vancouver, B.C.
V6J 2P6

ITEM 2. Date of Material Change:

June 25, 2003

ITEM 3. Press Release:

June 25, 2003, Vancouver, B.C. by way of Stockwatch and Market News and SEDAR.

ITEM 4. Summary of Material Change:

Cantech Ventures Inc. (the "Company") announced that:

1. It proposes to consolidate its share capital on a 10 old for one new share basis and change its name to New Cantech Ventures Inc.

2. It has agreed to settle outstanding debt totaling approximately $480,000.00 by issuance of 1,830,000 shares at a deemed price of $0.2625.

3. It has agreed to sell on a private placement basis 2,500,000 flow through units at a price of $0.30 per unit.

ITEM 5. Full Description of Material Change:

CONSOLIDATION AND NAME CHANGE

The Company announced that it proposes to consolidate its share capital on a 10 old shares for one new share basis. Thereafter, the Company will change its name to New Cantech Ventures Inc. The share consolidation and name change are subject to the approval of the shareholders at the upcoming shareholders' meeting and subject to TSX Venture Exchange acceptance.

DEBT SETTLEMENT

The Company announced that it has agreed to settle outstanding debt totaling approximately $480,000.00 by way of the issuance to the creditors of approximately 1,830,000 shares at a deemed price of $0.2625 per post consolidation share. This transaction is subject to TSX Venture Exchange acceptance.

PRIVATE PLACMENT

The Company announced that t has agreed to sell on a brokered private placement basis 2,500,000 flow through units at the price of $0.30 per unit. Each unit is comprised of one common share and one non flow through share purchase warrant with each warrant entitling the holder to purchase a further share at the price of $0.30 during the first year and $0.33 during the second year.

The Company has agreed to pay a 10% commission, payable in units having the same terms as those being sold to the private placement except that the common shares will not be flow through.

The share consolidation and name change are subject to shareholder approval and the share consolidation, name change, debt settlement and the private placement are subject to the approval of the Exchange.

ITEM 6. Filing on Confidential Basis:
-Reliance on Section 85(2) of the Securities Act (British Columbia), Section 146(2) of the Securities Act (Alberta) and Section 75(3) of the Securities Act (Ontario):

Not applicable.

ITEM 7 Omitted Information:

Not applicable.

ITEM 8. Senior Officers:

Dalton B. DuPasquier, President
201-14881 Marine Dr.
White Rock, BC
V4B 1C2

Tel: (604) 541-7288 or (604) 617-1676

ITEM 9. Statement of Senior Officer:

The foregoing accurately discloses the material change referred to in this report.

June 26, 2003	"Dalton B. DuPasquier"
Date:	Signature

Dalton B. DuPasquier
Name of Officer

Vancouver, B.C.
Place of Execution

IT IS AN OFFENSE UNDER THE *SECURITIES ACT* AND THE SECURITIES REGULATION FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.