

MATERIAL CHANGE REPORT

FORM 51-102F3 - MATERIAL CHANGE REPORT

National Instrument 51-102

This is a Material Change Report Under Section 7.1 of National Instrument 51-102.

ITEM 1: NAME AND ADDRESS OF COMPANY

NEW CANTECH VENTURES INC.
601-431 Pacific Street, Vancouver, BC V6Z 2P6
Telephone: (604) 682-0410

ITEM 2: DATE OF MATERIAL CHANGE

October 8, 2004

ITEM 3: PRESS RELEASE

October 8, 2004, Vancouver, British Columbia by Stockwatch and Market News.

ITEM 4: SUMMARY OF MATERIAL CHANGE

New Cantech Ventures Inc. (the "Company") has agreed to sell on a private placement basis 1,000,000 flow through units at a price of \$0.25 per unit and to pay a 8% commission payable in units.

ITEM 5: FULL DESCRIPTION OF MATERIAL CHANGE

The Company has agreed to sell on a private placement basis 1,000,000 flow through units at the price of \$0.25 per unit for gross proceeds of \$250,000. Each flow through unit is comprised of one flow through common share and one non-flow through share purchase warrant with each warrant entitling the holder to purchase a further non-flow through share at the price of \$0.25 during the first year and \$0.30 during the second year.

The Company has also agreed to pay a 8% commission, to be paid in units. The units payable as a commission have also the same terms as the terms of the flow through units being sold to the private placee except that the shares are not flow through.

The private placement is subject to the approval of the Exchange.

ITEM 6: RELIANCE OF SUBSECTION 7.1(2) or (3) of NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7: OMITTED INFORMATION

Not applicable.

ITEM 8: EXECUTIVE OFFICER

Dalton B. DuPasquier, President & CEO
Telephone: (604) 682-0410

ITEM 9: DATE OF REPORT

November 30, 2004
Date

Dalton B. DuPasquier
Name of Executive Officer

White Rock, British Columbia
Place of Making the above Statement

“Dalton B. DuPasquier”
Signature

President & CEO
Title of Officer