MATERIAL CHANGE REPORT
FORM 51-102F3
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.
201-14881 Marine Drive
White Rock, B.C. V4B 1C2
Canada

ITEM 2: DATE OF MATERIAL CHANGE

July 4, 2005

ITEM 3: PRESS RELEASE

July 5, 2005, Vancouver, British Columbia, by Stockwatch and Market News.

ITEM 4: SUMMARY OF MATERIAL CHANGE

New Cantech Ventures Inc. ("Cantech") has negotiated a brokered private placement to raise $1 Million on a "commercially reasonable efforts" basis through Canaccord Capital Corporation ("Canaccord"). Cantech will issue up to 6,666,667 units at the price of $0.15 per unit. Of the 6,666,667 units, up to 5,000,000 units will be flow-through units and up to 1,666,667 units will be non flow-through units.

The flow-through units will be comprised of one common share and one-half of one share purchase warrant. The non flow-through units will be comprised of one common share and one share purchase warrant. Each full warrant entitles the holder to purchase a further common share of Cantech at the price of $0.20 for a period of two years from closing.

Canaccord has been granted an over-allotment option to obtain subscriptions for an additional 1,333,333 units ($200,000) which, if exercised prior to closing, will provide Cantech will gross proceeds of $1,200,000.

Canaccord will receive a commission of 8% of the proceeds of the offering. Also, Canaccord will be issued Agent's Warrants in an amount equal to 15% of the number of units sold under the brokered private placement. The Agent's Warrants will be exercisable for a period of two years. Canaccord will also receive a corporate finance fee of non flow-through units.

The proceeds of the private placement will be used primarily to advance Cantech's Lucky Ship Molybdenum property located approximately 80 kilometers south of Houston, BC. Cantech has a NI 43-101 Report filed in SEDAR relating to the Lucky Ship Molybdenum Property. A $750,000 work program is currently underway.

The brokered private placement is subject to the approval of the TSX Venture Exchange.

All of the above securities will have a four-month hold period from the date of issuance.

ITEM 5: FULL DESCRIPTION OF MATERIAL CHANGE

New Cantech Ventures Inc. (“Cantech”) has negotiated a brokered private placement to raise $1 Million on a “commercially reasonable efforts” basis through Canaccord Capital Corporation (“Canaccord”). Cantech will issue up to 6,666,667 units at the price of $0.15 per unit. Of the 6,666,667 units, up to 5,000,000 units will be flow-through units and up to 1,666,667 units will be non flow-through units.

The flow-through units will be comprised of one common share and one-half of one share purchase warrant. The non flow-through units will be comprised of one common share and one share purchase warrant. Each full warrant entitles the holder to purchase a further common share of Cantech at the price of $0.20 for a period of two years from closing.

Canaccord has been granted an over-allotment option to obtain subscriptions for an additional 1,333,333 units ($200,000) which, if exercised prior to closing, will provide Cantech will gross proceeds of $1,200,000.

Canaccord will be paid fees as follows:

(a) a commission of 8% of the proceeds of the offering;
(b) $5,000 administration fee;
(c) Agent’s Warrants in a number which is equal to 15.0% of the number of Units sold on such Closing. One Agent’s Warrant will entitle the holder, on exercise, to purchase one Agent’s Warrant Share at a price of $0.15 per Agent’s Warrant Share, for a period of 24 months from the date of issuance; and
(ii) 200,000 Corporate Finance Units, each unit comprised of one Corporate Finance Share and one Corporate Finance Warrant. One Corporate Finance Warrant will entitle the holder, on exercise, to purchase one Corporate Finance Warrant Share at a price of $0.20 per Corporate Finance Warrant Share for a period of 24 months from the date such Corporate Finance Warrant was issued.

The proceeds of the private placement will be used primarily to advance Cantech’s Lucky Ship Molybdenum property located approximately 80 kilometers south of Houston, BC. Cantech has a NI 43-101 Report filed in SEDAR relating to the Lucky Ship Molybdenum Property. A $750,000 work program is currently underway.

The brokered private placement is subject to the approval of the TSX Venture Exchange.

All of the above securities will have a four-month hold period from the date of issuance.

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
Telephone: (604) 541-7288

ITEM 9: DATE OF REPORT

July 12, 2005	**"Dalton B. DuPasquier"**
Date	Signature
Dalton B. DuPasquier	**President & CEO**
Name of Executive Officer	Title of Officer

White Rock, British Columbia
Place of Making the above statement