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 29, 2005

ITEM 3: PRESS RELEASE

July 29, 2005, Vancouver, British Columbia, by Stockwatch and Market News.

ITEM 4: SUMMARY OF MATERIAL CHANGE

The Company closed the brokered portion of its private placement previously announced on July 5, 2005. The Company has sold 6,333,333 flow-through units and 1,666,667 non-flow-through units for a total of 8,000,000 units at a price of $0.15 per Unit to raise gross proceeds of $1,200,000. The flow-through units are comprised of one flow through common share and one-half of one share purchase warrant. The non-flow-through units are comprised of one common share and one share purchase warrant. Each share purchase warrant entitles the holder to purchase one additional common share of the Company at $0.20 up to July 29, 2007.

The Company has paid to the Agent a cash fee equal to 8.0% of the subscription proceeds realized from the sale of the Units by the Agent. The Company also issued to Canaccord Capital Corporation of 2200 – 609 Granville Street, Vancouver, BC V7Y 1H2, the Agent, and Wolverton Securities Ltd. of 17th Floor, 777 Dunsmuir Street, Vancouver, BC V7Y 1J5, the Sub-Agent, a total of 1,200,000 agent's warrants (1,114,000 to Canaccord and 86,000 to Wolverton), which is equal to 15% of the number of Units sold under the Private Placement (the "Agent's Warrants"). Each Agent's Warrant will entitle the holder to purchase one common share of the Company at a price of $0.15 for two years. The Company also issued to the Agent a total of 200,000 corporate finance units (the "Corporate Finance Units"). Each Corporate Finance Unit is comprised of one common share and one share purchase warrant. Each share purchase warrant entitles the Agent to purchase one common share of the Company at a price of $0.20 up to July 29, 2007.

All of the above securities have a four-month hold period from the date of issuance, expiring on November 30, 2005.

The non-brokered portion of the private placement, also involving the sale of flow-through and non-flow-through units, is scheduled to close in a few days.

ITEM 5: FULL DESCRIPTION OF MATERIAL CHANGE

The Company closed the brokered portion of its private placement previously announced on July 5, 2005. The Company has sold 6,333,333 flow-through units and 1,666,667 non-flow-through units for a total of 8,000,000 units at a price of $0.15 per Unit to raise gross proceeds of $1,200,000. The flow-through units are comprised of one flow through common share and one-half of one share purchase warrant. The non-flow-through units are comprised of one common share and one share purchase warrant. Each share purchase warrant entitles the holder to purchase one additional common share of the Company at $0.20 up to July 29, 2007.

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The non-brokered portion of the private placement, also involving the sale of flow-through and non-flow-through units, is scheduled to close in a few days.

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.

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

August 8, 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