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

September 30, 2005

ITEM 3: PRESS RELEASE

October 3, 2005, Vancouver, British Columbia, by Stockwatch and Market News.

ITEM 4: SUMMARY OF MATERIAL CHANGE

New Cantech Ventures Inc. ("Cantech") closed the second tranche of its Private Placement previously announced on August 30, 2005 raising an additional $65,000.00. In total, the Private Placement raised $365,000.00.

In the second tranche of the Private Placement, Cantech sold 260,000 units by way of a non-brokered private placement at a price of $0.25 per unit to raise gross proceeds of $65,000. The 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 Cantech at $0.30 for two years.

In the brokered placement, Cantech had paid to Canaccord Capital Corporation (the "Agent") of 2200 – 609 Granville Street, Vancouver, BC V7Y 1H2 a cash fee equal to 8.0% of the subscription proceeds realized from the sale of the units by them. Cantech also issued to the Agent a total of 180,000 agent's warrants, which is equal to 15% of the number of Units sold under the brokered portion of the Private Placement (the "Agent's Warrants"). Each Agent's Warrant will entitle the holder to purchase one common share of Cantech at a price of $0.25 for two years. Cantech also issued to the Agent a total of 50,000 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 Cantech at a price of $0.30 for two years.

No finder's fee were paid in the non-brokered portion of the Private Placement.

All of the above securities have a four-month hold period from the date of issuance, with the hold period in the non brokered portion of the Private Placement expiring on February 1, 2006.

The proceeds of the private placement will be used primarily to advance Cantech's BYC Gold Property located 50 km north of Baotou in the Tianshan-Xiangan metallogenic belt in China's Province of Inner Mongolia. Cantech has a NI 43-101 Report filed in SEDAR relating to the BYC Gold Property.

ITEM 5: FULL DESCRIPTION OF MATERIAL CHANGE

New Cantech Ventures Inc. ("Cantech") has closed the second tranche of its Private Placement previously announced on August 30, 2005 raising an additional $65,000.00. In total, the Private Placement raised $365,000.00. In the second tranche of the Private Placement, Cantech sold 260,000 units by way of a non-brokered private placement at a price of $0.25 per unit to raise gross proceeds of $65,000.00.

The 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 Cantech at $0.30 up to September 30, 2007.

In the brokered placement, Cantech had paid to Canaccord Capital Corporation (the "Agent"), of 2200 – 609 Granville Street, Vancouver, BC V7Y 1H2 a cash fee equal to 8.0% of the subscription proceeds realized from the sale of the units by them. Cantech also issued to the Agent a total of 180,000 agent's warrants, which is equal to 15% of the number of Units sold under the brokered portion of the Private Placement (the "Agent's Warrants"). Each Agent's Warrant will entitle the holder to purchase one common share of Cantech at a price of $0.25 for two years. Cantech also issued to the Agent a total of 50,000 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 Cantech at a price of $0.30 up to September 30, 2007.

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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

October 14, 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