

FORM 27

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 67(1) OF THE ACT

Item 1. **Reporting Issuer**

Iciena Ventures Inc.
200 - 675 West Hastings Street
Vancouver, British Columbia
V6B 1N2

Item 2. **Date of Material Change**

April 19, 2000

Item 3. **Press Release**

Press Release dated April 19, 2000 and disseminated to the Vancouver Stockwatch Magazine, Canadian Venture Exchange, B.C. Securities Commission, George Cross Newsletter and Market News Publishing.

Place of Issuance: Vancouver, British Columbia

Item 4. **Summary of Material Change**

The Issuer has agreed to a private placement of 2,000,000 units at \$0.10 each.

Item 5. **Full Description of Material Change**

The Issuer is negotiating a private placement of its securities which will consist of the sale of 2,000,000 units at \$0.10 each. Each unit will consist of one common share and one two-year non-transferable share purchase warrant entitling the holder to purchase one additional common share of the Issuer for \$0.13.

The proceeds from the private placement will be used for business investigation and acquisition costs, debt payment and general working capital.

The private placement is subject to Canadian Venture Exchange acceptance for filing.

Item 6. Reliance on Section 67(2) of the Act

The Issuer is not relying on section 67(2) of the Act.

Item 7. Omitted Information

There is no omitted information.

Item 8. Senior Officers

Colin Campbell, President - Telephone (604) 801-5441.

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at the City of Vancouver, in the Province of British Columbia, this 1st day of May, 2000.

"Colin Campbell"
(signature of senior officer)