FORM 27

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER
SECTION 85(1) OF THE ACT

ITEM l **REPORTING ISSUER**

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ITEM 2 **DATE OF MATERIAL CHANGE**

August 2, 2000

ITEM 3 **PRESS RELEASE**

August 8, 2000 through the facilities of the Canadian Venture Exchange Inc.

ITEM 4 **SUMMARY OF MATERIAL CHANGE**

Completion of Private Placement in the amount of 1,500,000 Special Warrants.

ITEM 5 **FULL DESCRIPTION OF MATERIAL CHANGE**

Further to the Company's news releases dated March 14, 2000 and May 26, 2000 the Company announces that it has completed its private placement in the amount of 1,500,000 special warrants at $0.10 per special warrant to two directors and three placees. Each special warrant is exercisable, without additional consideration, into one unit. Each unit consists of one common share in the capital of the Company and one non-transferable share purchase warrant which will entitle the holder to purchase one additional common share at $0.20 per share for a six month period and $0.25 per share in the second six month period.

The securities issued pursuant to the private placement are subject to hold periods expiring December 2, 2000 and August 2, 2001 unless an Annual Information Form (AIF) is completed by the Company in accordance with the applicable legislation thereby shortening the August 2, 2001 hold period to December 2, 2000.

Pursuant to section 111 of the Securities Act and section 173.1 of the Securities Rules, the Company announces that pursuant to the private placement Jerry Minni, a director of the Company, acquired 945,000 special warrants and, accordingly, Jerry Minni now beneficially owns 10% or more of the outstanding securities of the Company, such securities listed and trading on the Canadian Venture Exchange. Mr. Minni acquired the said securities for investment purposes only. It is his intention to evaluate the investment and to increase and decrease his holdings as circumstances require. Mr. Minni was not acting jointly or in concert with any other persons to increase the beneficial ownership of, or control or direction over, any of the securities of the

Company.

ITEM 6 RELIANCE ON SECTION 85(2) OF THE ACT

N/A

ITEM 7 OMITTED INFORMATION

N/A

ITEM 8 SENIOR OFFICERS

Jerry A. Minni - President
Toni Vodola - Secretary

ITEM 9 STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 8th day of August, 2000.

"JERRY A. MINNI"

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JERRY A. MINNI/President