

This is the form of material change report required under Section 85(1) of the Securities Act of British Columbia.

FORM 53-901.F
(Previously Form 27)

SECURITIES ACT

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

1. **REPORTING ISSUER**

HARLOW VENTURES INC.
25-8551 General Currie Road
Vancouver, British Columbia, V6Y 1M3
Phone No. (604) 278-1502 Fax (604) 278-1592

2. **DATE OF THE MATERIAL CHANGE**

June 24, 2002

3. **PRESS RELEASE**

A News Release dated June 24, 2002, and issued in Vancouver, British Columbia was disseminated through the Canada Stockwatch, Market News, the TSX Venture Exchange and the British Columbia Securities Commission.

4. **SUMMARY OF MATERIAL CHANGE**

See attached Harlow Ventures Inc. News Release dated for reference June 24, 2002.

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

Refer to attached copy of June 24, 2002 press release for full particulars.

6. **RELIANCE ON SECTION 85(2) OF THE ACT**

Not Applicable

7. **OMITTED INFORMATION**

Not Applicable

8. **SENIOR OFFICER**

Shirley Mooney, Director

9. **STATEMENT OF SENIOR OFFICER**

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia this June 24, 2002.

Yours truly,

HARLOW VENTURES INC.

Per: *Shirley Mooney*

Shirley Mooney, Director



HARLOW
VENTURES INC.

News Release

TSX Venture: **HLW**
June 24, 2002

The Board of Directors of Harlow Ventures announces the resignation of Mr. Marvin Riddle as President, Chief Executive Officer and a director of the Company. In his place, Shirley Mooney will act as interim President and Chief Executive Officer.

The Board is pleased to announce the appointment of Mr. Joseph Ovsenek as a director of the Company. Mr. Ovsenek is currently the Corporate Secretary of the Company and is a principal of the law firm of Bragagnolo & Ovsenek in British Columbia. Mr. Ovsenek also holds a BASc (Mechanical Engineering) from the University of British Columbia and is a registered member of the Association of Professional Engineers and Geoscientists of British Columbia.

ON BEHALF OF THE BOARD OF DIRECTORS

HARLOW VENTURES INC.

"Shirley A. Mooney"

Shirley A. Mooney
Director

THE TSX VENTURE EXCHANGE INC. HAS NOT REVIEWED AND DOES NOT ACCEPT
RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.