

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

CBX Ventures Inc. (the "Company")
Suite 2300, Four Bentall Centre
1055 Dunsmuir Street, P.O. Box 49122
Vancouver, BC V7X 1J1
Tel: 604-683-6498

Item 2: Date of Material Change

State the date of the material change.

August 12, 2005

Item 3: News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

The News Release was disseminated on August 17, 2005, to the TSX Venture Exchange as well as through various other approved public media and was SEDAR filed with the British Columbia and Alberta Securities Commissions.

Item 4: Summary of Material Change(s)

Provide a brief but accurate summary of the nature and substance of the material change.

The Company announced it had completed a non-brokered private placement for an aggregate of 2,700,000 units at a price of \$0.12 per unit to eighteen placees for total aggregate gross proceeds of \$324,000.

Item 5: Full Description of Material Change

The Company announced that, further to its press release dated June 9, 2005, it has completed the non-brokered private placement of an aggregate of 2,700,000 units at a price of \$0.12 per unit to eighteen placees for total aggregate gross proceeds of \$324,000. Each unit was comprised of one common share of the Company and one transferable common share purchase warrant. Each warrant entitles the holder thereof to purchase an additional common share of the Company at a price of \$0.22 per share until August 13, 2006, provided that the warrants may not, except with the consent of the TSXV, be exercised until the earlier of the last day of their term or following the Company graduating to Tier 2 of the main TSXV board.

Aggregate finders fees consisting of \$25,000 in cash and 200,000 non-transferable share purchase warrants (having the same terms as the transferable unit warrants) were paid in

connection with this placement. All securities issued pursuant to the private placement are subject to a four-month hold period expiring on December 13, 2005.

Item 6: Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

If this report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

Not applicable.

Item 7: Omitted Information

State whether any information has been omitted on the basis that it is confidential information.

No information has been intentionally omitted from this form.

Item 8: Senior Officers

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Lawrence W. Talbot, President & CEO
Suite 2300, 1055 Dunsmuir Street
Vancouver, BC V71 1J1

Telephone: 604-683-6498

Item 9: Date of Report

DATED at Vancouver, British Columbia, this 17th day of August, 2005.