

BC FORM 53-901F
(Previously Form 27)

Securities Act (BC)
MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT
AND SECTION 151 OF THE SECURITIES RULES

- ITEM 1 REPORTING ISSUER:
- Rainbow Group of Companies Incorporated
1515, 333 – 11th Avenue S.W.
Calgary, Alberta, T2R 1L9
- ITEM 2 DATE OF MATERIAL CHANGE
- May 1, 2003
- ITEM 3 PRESS RELEASE
- May 2, 2003, issued by Filing Services Canada.
- ITEM 4 SUMMARY OF MATERIAL CHANGE
- Riad Chehayeb resigns as an Officer of the Corporation, and its affiliates.
- ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE
- Effective May 1, 2003, Mr. Riad Chehayeb resigned as an Officer of the Corporation and its subsidiary companies. Mr. Chehayeb has been involved with Rainbow since 1996. Prior to his resignation, Mr. Chehayeb held the positions of Corporate Secretary and Vice President of Operations of the Corporation, Vice President of Operations of QWIPTECH, and President, CEO, and Director of InTransTech.
- ITEM 6 RELIANCE ON SECTION 85(2) OF THE ACT
- N/A
- ITEM 7 OMITTED INFORMATION
- N/A
- ITEM 8 SENIOR OFFICERS
- Neil McLennan, President and CEO
Margo Kaufmann, Sr. Vice President
Harold Kunik, Chief Financial Officer
Shari Pusch, Secretary

The name of the senior officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

Margo Kaufmann, Sr. Vice President
Telephone: (780) 909-8079

ITEM 9 STATEMENT OF SENIOR OFFICERS

The foregoing accurately discloses the material changes referred to herein.

DATED: May 2, 2003 (Calgary, Alberta)

"Margo Kaufmann" (signed)

Margo Kaufmann
Sr. Vice President