BC FORM 53-901.F

SECURITIES ACT

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

ITEM 1. REPORTING ISSUER

VVC Exploration Corp.

#210-905 West Pender Street

Vancouver, British Columbia

V6C 1L6

ITEM 2. DATE OF MATERIAL CHANGE

December 28, 2001

ITEM 3. PRESS RELEASE

Issued December 28, 2001 and distributed through the facilities of Canada-Stockwatch.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The company announced a of 200,000 unit Private placement

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

The company has arranged a private placement of 200,000 units at a price of 12 cents per unit. Each unit will consist of one flow-through share and one non-transferable flow-through share purchase warrant. The warrant is for two years and may be exercised to purchase one flow-through share at 16 cents in the first year or one flow-through share at 21 cents in the second year. The funds are to be used to initiate work on the company's recently acquired properties in Quebec.

This private placement is subject to acceptance by the securities regulatory authorities.

In addition Roger MacInnis and Westmoreland Resources Ltd. provided a notice of an intension to sell the company's stock.

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

This report is not being filed on a confidential basis.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. SENIOR OFFICERS

Contact: Roger MacInnis

Telephone: (604)684-7994

ITEM 9. STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

Roger MacInnis, President_
Name and Position

DATED at **Vancouver** this 28th day of December, 2001.