FORM 53-901F (Previously Form 27)
FORM 27 (ALBERTA)

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA) AND SECTION 118(1) OF THE SECURITIES ACT (ALBERTA)

Item 1. **Reporting Issuer**

The full name, address, telephone number and the principal office in Canada of the Reporting Issuer is;

Windridge Technology Corp.
#480 – 789 West Pender Street
Vancouver, B.C. V6C 1H2
Telephone: (604) 681-3364

Item 2. **Date of Material Change**

November 20, 2003

Item 3. **Press Release**

A press release issued pursuant to Section 85(1) of the Act (British Columbia) and Section 118(1) of the Securities Act (Alberta) announcing the material change summarized below was transmitted for filing to the TSX Venture Exchange and for additional dissemination to Canada Stockwatch and Market News Publishing, Inc. on November 20, 2003.

Item 4. **Summary of Material Change**

The Board of Directors of Windridge Technology Corp.("the Company") report that the Company has settled debt of $421,038 through the issuance to creditors of 8,420,773 common shares of the Company's capital stock.

Item 5. **Full Description of Material Change**

Please see attached Press Release.

Item 6. Reliance on Section 85(2) of the Act of the Securities Act (British Columbia) and Section 118(2) of the Securities Act (Alberta)

This Report is not being filed on a confidential basis in reliance on Section 85(2) of the Act (British Columbia) and Section 118(2) of the Securities Act (Alberta).

Item 7. Omitted Information

No information has been omitted from this Report on the basis that the Reporting Issuer believes that such information should remain confidential.

Item 8. Senior Officers

The name and business telephone number of a senior officer of the Reporting issuer who is knowledgeable about the material change and this report is:

Brian Findlay
Windridge Technology Corp.
Telephone: (604) 681-3364

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, as of the 20th day of November, 2003.

"BRIAN FINDLAY"

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Brian Findlay
Director
WINDRIDGE TECHNOLOGY CORP.

Windridge Technology Corp.

Suite 480 – 789 West Pender Street ***Telephone: (604) 681-3364***
Vancouver, B.C. V6C 1H2 ***Fax: (604) 689-7654***
CANADA ***Email: alder@direct.ca***

November 20, 2003 TSX Trading Symbol: WNN.H

PRESS RELEASE

The Board of Directors of Windridge Technology Corp.("the Company") report that the Company has settled debt of $421,038 through the issuance to creditors of 8,420,773 common shares of the Company's capital stock. Pursuant to TSX Exchange Policy 4.1, 2,250,000 of the common shares will have a hold period expiring on February 16, 2004 and 6,170,773 of the common shares will have a hold period expiring on October 16, 2004.

ON BEHALF OF THE BOARD OF DIRECTORS OF
WINDRIDGE TECHNOLOGY CORP.

"Brian Findlay"

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Brian Findlay
President