

**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) 681-6151

**Item 2. Date of Material Change**

June 28, 2004

**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 June 28, 2004.

**Item 4. Summary of Material Change**

The Board of Directors of Windridge Technology Corp. (the “Company”) is pleased to announce the completion of the non-brokered Private Placement announced February 4, 2004 in the capital stock of the Company.

**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) 681-6151

**Item 9. Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, as of the 28<sup>th</sup> day of June, 2004.

“BRIAN FINDLAY”

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Brian Findlay  
Director  
WINDRIDGE TECHNOLOGY CORP.

# *Windridge Technology Corp.*

*Suite 480 – 789 West Pender Street  
Vancouver, B.C. V6C 1H2  
CANADA*

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June 28, 2004

TSX Trading Symbol: WNN.H

## PRESS RELEASE

The Board of Directors of Windridge Technology Corp. (the “Company”) is pleased to announce the completion of the non-brokered Private Placement announced February 4, 2004 in the capital stock of the Company. The Private Placement was oversubscribed for with a total of 6,900,000 common shares being issued with total proceeds realized of \$1,725,000. The 6,900,000 shares are subject to a hold period expiring on September 28, 2004. The funds received from the Private Placement will be used for the exploration of the Gou Gold Project and the review of other resource properties in the People’s Republic of China, for settlement of current debt and for general working capital.

Upon completion of this Private Placement the Company has 24,891,541 common shares issued and outstanding.

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

*“Brian Findlay”*

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Brian Findlay  
President

For further information: **Windridge Technology Corp., Anson Xu, Chief Operating Officer**  
**Phone: (604) 681-3364; Fax: (604) 689-7654; E-mail: wnninfo@shaw.ca**

*The TSX Venture Exchange has not reviewed and does not accept responsibility  
for the adequacy or accuracy of the content of this press release.*