This is the form of a material change report required under section 85(1) of the *Securities Act* and section 151 of the *Securities Rules*

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

SECURITIES ACT

MATERIAL CHANGE REPORT

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

NOTE: If this report is filed on a confidential basis, put at the beginning of the report in block capitals "CONFIDENTIAL – SECTION 85", and file in an envelope marked "Confidential – Attention: Supervisor, Financial Reporting".

Item 1 REPORTING ISSUER

First Echelon Ventures
14th Floor – 400 Burrard Street
Vancouver, B.C. V6C 3G2

Item 2 DATE OF MATERIAL CHANGE

October 9, 2002

Item 3 PRESS RELEASE

Pursuant to Section 85(1) of the Act a press release was issued on August 16, 2002 and distributed through Vancouver Stockwatch and Market News. The press release was filed with the TSX Venture Exchange, the British Columbia Securities Commission and Alberta Securities Commission via SEDAR.

Item 4 SUMMARY OF MATERIAL CHANGE

The Company announces public offering of up to $1,000,000.

Item 5 **FULL DESCRIPTION OF MATERIAL CHANGE**

First Echelon Ventures (the “Company”) announces that it intends to complete a public offering (the “Offering”) to raise gross proceeds of up to $1,000,000 (minimum $300,000) through the sale of units by way of a Short Form Offering Document (“SFOD”). Under the SFOD, the Company, through its agent, Octagon Capital Corporation, will offer up to 4,000,000 units at a price of $0.25 per unit. Each unit will comprise one common share and one non-transferable share purchase warrant. Each warrant will entitle the holder to acquire one additional common share for a period of two years at a price of $0.30 per share. The Offering will take place on a day which is no later than sixty (60) days after the TSX Venture Exchange has accepted the SFOD for filing.

The proceeds of the Offering will be used for further development of the Morton Oilfield low temperature oxidization (“LTO”) project and to acquire additional properties that meet the specific parameters for LTO technology. LTO is the process of injecting air into a reservoir containing high gravity oil in order to achieve ignition with the residual oil in the reservoir. Heat from the ignition consumes the oxygen in the injected air creating a “flue gas” which re-pressurizes the reservoir and displaces the oil to the producing wells thereby increasing oil flow. For further information contact Investor Relations Toll Free: 1-888-317-7276.

Item 6 **RELIANCE OF SECTION 85(2) OF THE ACT**

N/A

Item 7 **OMITTED INFORMATION**

There has been no information omitted.

Item 8 **SENIOR OFFICERS**

To obtain further information, contact Stephen Stanley, President at (604) 643-1722.

Item 9 **STATEMENT OF SENIOR OFFICER**

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, this 9th day of October, 2002.

Signature: *"Stephen Stanley"*

Name: STEPHEN STANLEY

Title: PRESIDENT
(must be a senior officer)