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*.

FORM 53-901F

SECURITIES ACT

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

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: Every report required to be filed under section 85(1) of the *Securities Act* (the "*Act*") must be sent to the British Columbia Securities Commission (the "*Commission*") in an envelope addressed to the Commission and marked "Continuous Disclosure".

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL – SECTION 85", AND PLACE EVERYTHING THAT IS REQUIRED TO BE FILED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL."

Item 1. Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer.

EXCAM DEVELOPMENTS INC. (the "*Issuer*")
(Office address) 7 / 8 Meeting House Lane
Baldock, Hertfordshire
England, United Kingdom, SG7 5BP
(Address for service in Canada) Devlin Jensen, Barristers & Solicitors
Suite 2550, 555 West Hastings Street
Vancouver, British Columbia, V6B 4N5

Item 2. Date of Material Change

June 12, 2001.

Item 3. Press Release

State the date and place(s) of issuance of the press release issued under Section 85(1) of the Act.

A press release, dated June 12, 2001, was issued on June 12, 2001 through the services of Canada Stockwatch Magazine, Market News, George Cross Newsletter and the Canadian Venture Exchange Inc.

Item 4. Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

See the referenced press release; a copy of which is attached hereto.

Item 5. Full Description of Material Change

Supplement the summary required under Item 4 with the disclosure that should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other materials. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

This description of the significant facts relating to the material change will therefore include some or all of the following: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the reporting issuer or its subsidiaries. Specific financial forecasts would not normally be required to comply with this form.

The above list merely describes examples of some of the facts which may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation.

See the referenced press release; a copy of which is attached hereto.

Item 6. Reliance on Section 85(2) of the Act

If the report is being filed on a confidential basis in reliance on Section 85(2) of the Act, state the reasons for such reliance.

INSTRUCTIONS:

Refer to Section 85(3) of the Act concerning continuing obligations regarding reports filed under this subsection.

Not applicable.

Item 7. Omitted Information

In certain circumstances where a material change has occurred and a material

change report has been or is about to be filed but Section 85(3) of the Act will no longer or will not be relied upon, a reporting issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be disclosed in full detail in the material change report.
State whether any information has been omitted on this basis and provide the reasons for any such omission in sufficient detail to permit the Commission to exercise its discretion pursuant to Section 169(4) of the Act.
The reasons for the omission may be contained in a separate letter filed as provided in Section 151 of the Rules.

Not applicable.

Item 8. Senior Officers

Give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom the Commission may contact that senior officer.

Martin Dunham, the Secretary, Chief Financial Officer and a director of the Issuer, may be contacted at 011-44-1462-490078.

Item 9. Statement of Senior Officer

Include a statement in the following form signed by a senior officer of the reporting issuer:

"The foregoing accurately discloses the material change referred to herein".

Also include date and place of making the statement.

I, Martin Dunham, the Secretary, Chief Financial Officer and a director of the Issuer, hereby certify that the foregoing accurately discloses the material change referred to herein:

Dated: at Hertfordshire, England, United Kingdom, on this 12th day of June, 2001.

Signed: "*Martin Dunham*"

Martin Dunham

Office held: Secretary, CFO and a director

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POWER AIR DYNAMICS LIMITED
ANNOUNCES PROPOSED REVERSE TAKEOVER
OF EXCAM DEVELOPMENTS INC.

June 12, 2001

Excam Developments Inc. ("EDI" on the Canadian Venture Exchange) and Power Air Dynamics Limited ("PADL") are pleased to announce they have entered into an agreement in principle whereby Excam has agreed to purchase all of the issued and outstanding securities of PADL. The proposed arm's length transaction will constitute a reverse takeover of Excam by PADL and will result in a change of control of Excam.

PADL is an Australian company which, through its wholly owned US subsidiary, Power Air Tech Inc., holds the worldwide license for the development and commercialisation of its zinc air fuel cell technology. The zinc air fuel cell technology has been developed through extensive collaboration among PADL, Lawrence Livermore National Laboratory ("LLNL") and the United States Department of Energy.

PADL's zinc air fuel cell technology offers an alternative solution in the expansion of global demand for clean energy. A fuel cell is an electrochemical energy conversion device that converts chemical energy into electric energy. A fuel cell produces electricity and heat using a fuel source and oxygen. The zinc air fuel cell technology uses a combination of atmospheric oxygen and zinc pellets in a liquid alkaline electrolyte to generate electricity with by-products of zinc oxide and potassium zincates. In operation, the fuel cell is quiet and oxidizes the zinc providing instant and stable high quality electricity, without combustion and emission.

PADL and LLNL believe they have proven the zinc air fuel cell technology, and intend to now focus on its commercialisation.

The following table sets forth certain financial information in respect of PADL, in Australian dollars (one $AUD equal to $0.79 Canadian as at June 12, 2001):

		Years Ended June 30		
	Six Months Ended 31 December 2000 (Audited) $AUD	**2000 (Audited) $AUD**	**1999 (Audited) $AUD**	**1998 (Audited) $AUD**
Revenue	28,640	24,368	15,430	126,896
Net Income Loss	(1,937,417)	(618,154)	(1,533,887)	(988,040)
Total Assets	7,879,073	6,032,659	4,742,432	5,062,081
Long Term Debt	NIL	NIL	NIL	NIL
Working Capital	770,121	(85,098)	14,060	852,031

Pursuant to the terms of the agreement in principle and subject to regulatory approval, Excam will acquire all of the issued and outstanding shares of PADL in exchange for common shares in the capital of Excam on the basis of one Excam share for each one PADL share. The Excam shares will be issued at a deemed price of $0.14 per share. In addition, Excam will issue two Excam shares for each outstanding option to acquire five PADL shares.

Excam currently has 5,179,713 common shares outstanding and 350,400 shares under option to its directors and officers. There are currently approximately 86,124,322 PADL shares outstanding and approximately 65,695,488 PADL shares under option. Upon closing of the proposed reverse takeover and assuming implementation of a proposed three for one consolidation of Excam's share capital, Excam will have outstanding approximately 48,734,118 Excam shares and options to acquire 116,800 Excam shares. The directors and officers of the resulting corporation and their associates will, after giving effect to the proposed reverse takeover, together hold approximately 38.3% of the issued and outstanding Excam shares.

In conjunction with the proposed reverse takeover, Excam has proposed to issue a convertible note in the principle amount of Canadian $420,000 to raise working capital required for the proposed transaction. The note will be convertible to units at $0.14 per unit, each unit to be comprised of one Excam share and one warrant to purchase an Excam share, each warrant entitling the holder to acquire one Excam share at $0.20 for 24 months.

The directors and officers of the resulting corporation upon completion of the transaction will be:

Antonio Belcastro	Chief Executive Officer, managing Director of PADL, will be CEO and a director of the Corporation.
H Dean Haley	Chief Executive Office of PAT Inc, will be Chief Operating Officer and a director of the Corporation.
Martin Dunham	will be Chief Financial Officer and a director of the Corporation.
Shane Doherty	will be a non executive Director of the Corporation.
Stephen Harrison	a director of PADL, will be a non executive director of the Corporation.

The closing of the proposed reverse takeover is subject to a number of conditions, including: (i) each of Excam and PADL being satisfied in its sole discretion with its due diligence review of the other; (ii) a minimum of 60% of the Excam shares to be issued to shareholders of PADL having been determined to be "value shares" in accordance with Policy 5.4 of the CDNX; and (iii) Excam and PADL obtaining all necessary regulatory and shareholder approvals; and (iv) Excam completing a private placement of a minimum of US $5million and a maximum of US $10 million. The transaction cannot close until the required shareholder and regulatory approvals are obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Excam and PADL are currently in discussion with parties to act as sponsor to Excam in connection with the proposed reverse takeover.

Investors are cautioned that, except as disclosed in the management information circular to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon.

The Canadian Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

For further information, please contact:

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Australia:

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