

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

Securities Act

MATERIAL CHANGE REPORT

Item 1: Reporting Issuer

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

**STEALTH VENTURES LTD. (the "Issuer")
Suite 705, 777 – 8th Avenue SW
Calgary, Alberta T2P 3R5
Telephone: (403) 514-9998**

Item 2: Date of Material Change

State the date of the material change.

September 22, 2006

Item 3: Press Release

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

September 26, 2006 from Calgary, Alberta

Item 4: Summary of Material Change

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

On September 22, 2006, the Issuer closed a brokered private placement through D & D Securities Company, of Toronto, Ontario, consisting of the sale of the following securities:

- (a) 1,337,500 units at a price of \$1.60 per unit, for total subscription proceeds of \$2,140,000; and**
- (b) 2,941,176 Flow-Through Shares at a price of \$1.70 per share, for total subscription proceeds of \$5,000,000.**

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 material. 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 that may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation.

On September 22, 2006, the Issuer closed a brokered private placement through D & D Securities Company, of Toronto, Ontario, as originally announced on August 31, 2006. This private placement consisted of the sale of the following securities:

- (a) 1,337,500 units at a price of \$1.60 per unit, for total subscription proceeds of \$2,140,000, each unit consisting of one common share and one-half (1/2) of a transferable share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share at a price of \$2.30 until March 22, 2008, provided that, if after the expiry of all applicable resale restrictions, the closing price of the Issuer's shares as traded on the TSX Venture Exchange is \$3.75 or greater for a period of 20 consecutive days, the Issuer may give notice of an earlier expiry of the warrants, in which case they will expire 21 days after the giving of such notice;**
- (b) 2,941,176 Flow-Through shares at a price of \$1.70 per share, for total subscription proceeds of \$5,000,000.**

The Issuer issued 256,721 broker warrants to D & D Securities Company as partial consideration for services rendered in connection with this brokered private placement, each of which entitles the holder to purchase one unit having the same terms as disclosed above at a price of \$1.60 until March 22, 2008, subject to the same potential earlier expiry as disclosed above in respect of the share purchase warrants forming a part of these units.

All of the securities issued in connection with the closing of this brokered private placement, including securities issued to D & D Securities Company, are subject to a hold period in Canada until January 23, 2007.

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 that reliance.

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 omission in sufficient detail to permit the Commission to exercise its discretion under section 169 (4) of the Act.

The reasons for the omission may be contained in a separate letter filed in an envelope marked "Confidential – Attention: Supervisor, Financial Reporting".

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.

W. Robert Bell, President and CEO
Telephone: (403) 514-9998

Item 9: Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia, this 27th day of September, 2006.

"Glenn R. Yeadon"

Glenn R. Yeadon
 Secretary