

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
(Previously Form 27)

BRITISH COLUMBIA SECURITIES ACT

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

Item 1. Reporting Issuer

CANDAO ENTERPRISES INC.
Suite 300 – 541 Howe Street
Vancouver, BC, V6C 2C2

Item 2. Date of Material Change

April 16th and April 22nd, 2004.

Item 3. Press Release

Press release was issued at Vancouver, British Columbia on April 22nd, 2004.

Item 4. Summary of Material Change

Director, Mr. William Jung has resigned from the Board of Directors of Candao Enterprises Inc., effective as of April 16th, 2004. Mr. Daniel Moquin has been appointed to the Board of Directors as of April 22nd, 2004.

Item 5. Full Description of Material Change

On April 16th, 2004, Mr. William Jung resigned from his position as Director of Candao Enterprises Inc. (the “Company”).

On April 22nd, 2004, the Board of Directors of the Company (the “Board”) received from Mr. Daniel Moquin, consent to act as Director of the Company. Subsequently, the Board held a meeting, during the course of which, the Board appointed Mr. Moquin as a Director of the Company.

Mr. Moquin brings a wealth of business and financial experience to the Company and the Board looks forward to a strong future with Mr. Moquin.

See attached press release dated April 22nd, 2004 for a full description.

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

The following Senior Officer of the Company is available to answer questions regarding this report:

Mr. Claude H. Roy
Business Telephone: (514) 499-1268

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia, this 22nd day of April, 2004.

CANDAO ENTERPRISES INC.

Per:

 "Claude H. Roy"
Claude H. Roy
President