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

**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**: 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**

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

Masterpiece Games Inc.
Head Office:
1405 – 2100 Third Avenue
Seattle, WA 98121-2355

Registered Office:
2800 Park Place, 666 Burrard Street
Vancouver, BC V6C 2Z7

**Item 2.** **Date of Material Change**

*State the date of the material change:*

July 14, 2003

**Item 3.** **Press Release**

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

July 14, 2003, Vancouver, BC

**Item 4.** **Summary of Material Change**

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

The Issuer announced that the share consolidation and change of name is proceeding, a change of directors and a private placement to raise up to $200,000.

**Item 5.** **Full Description of Material Change**

The Issuer announced that the it intends to proceed with the share consolidation and name change. The Issuer has decided to take this step because of present market conditions and to facilitate potential business acquisitions. At the annual and extraordinary general meeting of the members of the Issuer held on December 19, 2002, the members approved a special resolution to consolidate the issued and outstanding share capital on the basis of 5 old shares for 1 new share and to change the name of the Issuer to "Maestro Ventures Ltd." As of July 14, 2003, there are 7,542,272 common shares issued and outstanding and there will therefore be 1,508,554 common shares issued and outstanding post-consolidation. The share consolidation and change of name are subject to acceptance for filing by the TSX Venture Exchange and thereafter will only take effect upon filing with the Registrar of Companies.

The Issuer announces that Mr. Allan Williams has been appointed a director of the Company to fill a vacancy caused by the resignation of Mr. Tyler Johnson.

The Issuer also announces that it will sell by private placement up to 2,000,000 units at $0.10 per unit, each unit consisting of one post-consolidated common share and one common share purchase warrant with each warrant entitling the holder to purchase one post-consolidated common share for a period of 2 years from the date of closing of the private placement at $0.15 per share. The private placement is subject to acceptance for filing by the TSX Venture Exchange. The proceeds from the private placement will be used to pay corporate administrative costs in connection with the share consolidation and change of name, to satisfy certain current liabilities and to provide the Issuer with working capital to more actively continue its search for business opportunities.

**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.

Instruction:

*For continuing obligations regarding reports filed under this subsection, refer to section 85(3) of the Act and Part 3.4 of the SEDAR Filer Manual.*

N/A

**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."*

N/A

**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:*

Yasser Seirawan, President
Telephone: (206) 728-2524

**Item 9. Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Seattle, Washington, the 15th day of July, 2003.

*"Yasser Seirawan"* _____________
(signature)

Yasser Seirawan, President _______
(name of senior officer - please print)