

This is the form of material change report required under Section 85(1) of the Securities Act of British Columbia.

FORM 53-901.F
(Previously Form 27)

SECURITIES ACT

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

1. REPORTING ISSUER

HELLIX VENTURES INC.
Suite 125A – 1030 Denman St.
Vancouver, British Columbia, V6G 2M6
Phone No. (604) 663-6657

2. DATE OF THE MATERIAL CHANGE

November 15, 2004

3. PRESS RELEASE

A News Release dated November 15, 2004, and issued in Vancouver, British Columbia was disseminated through the Canada Stockwatch, Market News, the TSX Venture Exchange and the British Columbia Securities Commission.

4. SUMMARY OF MATERIAL CHANGE

See attached Hellix Ventures Inc. News Release dated for reference November 15, 2004.

5. FULL DESCRIPTION OF MATERIAL CHANGE

Refer to attached copy of November 15, 2004 press release for full particulars.

6. RELIANCE ON SECTION 85(2) OF THE ACT

Not Applicable

7. OMITTED INFORMATION

Not Applicable

8. SENIOR OFFICER

Frank Underhill, President
Walter Brenner, Secretary

9. STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia this November 15, 2004.

Yours truly,

HELLIX VENTURES INC.

Per: Frank Underhill
Frank Underhill, President

HELLIX VENTURES INC.
Suite 125A – 1030 Denman St.
Vancouver, British Columbia V6G 2M6
Phone No. (604) 683-6616
Fax (604) 684-4407
www.hellixventures.com
email: info@hellixventures.com

November 15 2004

TRADING SYMBOLS:
HEL-TSX-V Common Shares / **HEL.WT** Warrants

ABINGTON / HELLIX INTERSECT VEIN THICKNESS OF 42 FEET

NEWS RELEASE

HELLIX VENTURES INC. The company is pleased to report the completion of the first diamond drill hole on the Hellix claim group in Arizona. Yellow Jacket drilling, the driller on site, continues to test the indicated gold-silver bearing epithermal system. According to Mr. Laurence Sookochoff, PEng. the first hole #E3-04-01 “intersected an apparent vein thickness of 42 feet over the interval 19 to 132 feet. The hole entered a highly brecciated calcite vein carrying some quartz of the Verdstone Mine Type.” The initial results are very encouraging based on the data from resistivity and induced polarization geophysical work. IP results for hole 2 are very similar to that of hole 1. Hellix Ventures has a 50% interest in the Hellix claim group which is adjacent to the Verdstone gold property currently optioned by Abington Ventures Inc.

Analytical results are pending and are being analyzed by ALS Chemex and meets National Policy 43-101 standards. The first completed hole reached a total depth of 258 feet on November 5, 2004. Mr. Laurence Sookochoff, PEng. has been retained by the company to evaluate the drill project. Mr. Sookochoff is a qualified person as defined under National Instrument 43-101.

The Hellix claim group being drilled covers a target area of geological interest that is over 500 feet along strike and up to 800 feet wide. Within this area is an indicated gold-silver bearing epithermal zone as evident from a phyllic/argillic alteration zone, extending for up to 500 feet along strike and up to 100 feet wide. Selected grab samples over 300 feet taken from within the alteration zone, returned assays of up to 8.01 gm/mt (0.27 oz/t gold).

The Hellix claim group is located in the Sheep Tanks mining district of Arizona, USA. Other mines and properties in the district include the Sheep Tanks, the Allison, the Oakland, Virginia and the Verdstone. The most recent production in the area was from the Verdstone Mine, which produced an estimated 500,000 tons of 0.5 ounce per ton gold ore during the 1992-1996 production period.

Hellix Ventures is engaged in the identification, acquisition, exploration and development of gold and silver properties. Hellix also has interests in producing gas wells in Alberta, Canada.

ON BEHALF OF THE BOARD OF DIRECTORS
HELLIX VENTURES INC.

Per: *Frank Underhill*
Frank Underhill, President

“The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release.”