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 53-901.F
MATERIAL CHANGE REPORT
UNDER SECTION 85 (1) OF THE SECURITIES ACT (BRITISH COLUMBIA)

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.

Every report required to be filed under section 85 (1) of the Act shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure."

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

Item 1. **Reporting Issuer**

Brasilca Mining Corp.
402 - 625 Howe Street
Vancouver, BC, Canada V6C 2T6
(604) 682-1984

Item 2. **Date of Material Change**

May 29, 2002

Item 3. **Press Release**

A press release was issued to the Canadian Venture Exchange on May 29, 2002 and disseminated through Canada Stockwatch and Market News.

Item 4 & 5 **Summary and Full Description of Material Change**

Brasilca Mining Corp. (the Company) announces that Teck Cominco Ltd./Inco Ltd has decided not to extend its joint venture with Brasilca to explore a portion of the Company's Tucumã property in the Carajás Province in Brazil.

Many attractive gold targets, however remain unexplored or under explored on the Company's 61,743-hectare property. Among these targets is the promising Filomena target which is a 500 meter gold soil anomaly located between the Manelão and Cuca rivers, where the DNPM reports that 16 tons of alluvial gold were mined by small prospectors from 1985 to 1991. Filomena was investigated in 1997 by only one drill hole which disclosed a sequence of hydrothermal altered rhyolite ash tufs and rhyolite lapilli tufs with pyrite stringers. Within this horizon, two intervals with gold mineralization were cut: the first was 9.12 meters assaying 6.29 g/t gold and the second was 11.76 meters at 4.67 g/t gold. Within this last interval, 1.16 meters assayed 30.17g Au/t. Due to the recent rise of gold prices, the Company believes that these targets warrant further investigation.

Furthermore, the 512 target (16 meters assaying 1.3% copper in one drill hole), the B8 target (two horizons with 6.5 meters and 6 meters assaying 1.76% and 1.29% copper respectively in one drill hole) and the B10 target (two kilometers of continuous soil copper anomaly not yet investigated with drilling) are attractive and will be further explored.

Brasilca has started discussions with another major mining company regarding further exploration of the Company's gold and IOCG prospective properties. In the meantime, Brasilca is preparing for diamond production at its Aragarças property in Brazil, and is performing due diligence on the Palmietfontein diamondiferous kimberlite pipe in South Africa, as announced May 15th, 2002.

Item 6. <u>Reliance on section 85 (2) of the Act</u>

This report is not being filed on a confidential basis.

Item 7. <u>Omitted Information</u>

No information has been intentionally omitted from this form.

Item 8. Senior Officers

To obtain further information, contact the following senior officer of the Issuer:
Jagdish Vyas, Director & VP Administration
Telephone: (604) 682-1984

Item 9. <u>Statement of Senior Officer</u>

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, on May 29, 2002.

BRASILCA MINING CORP.

By: "Jagdish Vyas"
Jagdish Vyas
Director and VP Administration