

BC FORM 53-901F (Previously Form 27)

Securities Act

Material Change Report Under Section 85(1) of the Act

ITEM 1 Reporting Issuer

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

*Cantex Mine Development Corp..
(the "Company")
Unit #2, 1695 Powick Road Road
Kelowna, B.C V1X 4L2
(250) 860-8582*

ITEM 2 Date of Material Change

State the date of the material change:

January 15, 2002

ITEM 3 Press Release

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

*January 15, 2002
Vancouver, British Columbia*

ITEM 4 Summary of Material Change

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

The Company announces that it has proposed to complete a non-brokered private-placement of up to 10,050,000 units, at a price of \$0.10 per unit, each unit comprised of one share and one share purchase warrant. Each warrant entitles the holder to acquire a further common share at a price of \$0.12 per share for a period of 24 months.

\$750,000 of the proceeds from the private placement will be used for ongoing exploration costs in Yemen and the balance for general working capital.

The Company has also proposed to grant 12,100,000 options to purchase common shares of the Company to certain employees and directors of the

Company. The options have a term of 5 years and an exercise price of \$0.10 per share.

ITEM 5 Full Description of Material Change

See attached Schedule.

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:

N/A

ITEM 7 Omitted Information

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:

*Katherine L. MacDonald, Director
(604) 922-6998*

ITEM 9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 16th day of January, 2002.

“Katherine L. MacDonald”
Katherine L. MacDonald,
Director

Schedule A

CANTEX MINE DEVELOPMENT CORP.

(the "Company")

Unit 2, 1695 Powick Road

Kelowna, B.C.

V1X 4L2

Telephone: (250) 860-8582

Facsimile: (250) 860-1362

January 15, 2002

NEWS RELEASE

The Company proposes to complete a non-brokered private-placement of 10,050,000 units, at a price of \$0.10 per unit, each unit comprised of one share and one share purchase warrant, each warrant entitling the holder to acquire a further common share at a price of \$0.12 per share for 24 months. The proceeds of the private placement are to be applied as to \$750,000 for ongoing exploration costs in Yemen and the balance for general working capital.

The Company also proposes to grant 12,100,000 options to purchase common shares of the Company to certain employees and directors of the Company. The options have a term of 5 years and an exercise price of \$0.10 per share.

The private placement and option grants detailed herein supercede and replace those previously announced by the Company by way of a news release dated May 23, 2000 and are subject to regulatory approval.

The Company also announces that Joseph Dutton has resigned as a director of the Company effective January 9, 2002.

CANTEX MINE DEVELOPMENT CORP.

"Katherine L. MacDonald"

Katherine L. MacDonald
Director

The Canadian Venture Exchange has neither approved nor disapproved the information contained herein.