

FORM 27

**Material Change Report under the *Securities Act* (Alberta)
and the *Securities Act* (British Columbia)**

1. Reporting Issuer:

Quarry Capital Corp.
Suite 315, 505 - 8th Avenue SW
Calgary, Alberta T2P 1G2

2. Material Change occurred on:

August 24, 000

3. News Release:

August 25,2000

4. Summary of Material Change:

The Issuer completed a private placement.

5. Full Description of Material Change:

The Issuer completed a non-brokered private placement of an aggregate of 1,400,000 common shares in the authorized capital of the Issuer for purchase consideration of \$0.25 per share and gross aggregate proceeds of \$350,000.

6. Reliance on Section 118(2) of the *Securities Act* (Alberta) and the equivalent provisions of the *Securities Act* (Ontario) and the *Securities Act* (British Columbia) and the *Securities Act* (Manitoba):

Not Applicable.

7. Omitted Information:

Not Applicable.

8. Senior Officers:

Thomas J. Loch,
President
Suite 315, 505 - 8th Avenue SW
Calgary, Alberta T2P 1G2

9. Statement of Senior Officer:

The foregoing accurately discloses the material change referred to herein.

DATED as of the 24th day of August, 2000.

QUARRY CAPITAL CORP.

Per: “Thomas J. Loch”
Thomas J. Loch, President