

FORM 27

Securities Act

**MATERIAL CHANGE REPORT UNDER SECTION 118 (1)
OF THE SECURITIES ACT**

This form is intended as a guideline. A letter or other documents may be used if the substantive requirements of this form are complied with.

Every report that is filed under section 118(1) of the Securities Act shall be sent to the Chief of Securities Administration in an envelope marked "Continuous Disclosure".

Where this report is filed on a confidential basis, write at the beginning of the report in block capitals "CONFIDENTIAL - SECTION 118".

ITEM 1 REPORTING ISSUER:

VIVID CAPITAL CORP.
#408, 3232 Rideau Place S.W.
Calgary, Alberta T2S 1Z3

ITEM 2 DATE OF MATERIAL CHANGE:

February 1, 2000

ITEM 3 NEWS RELEASE:

February 1, 2000 - Canadian Corporate News

ITEM 4 SUMMARY OF MATERIAL CHANGE:

Vivid Capital Corp. has entered into a Letter of Intent with the principals of Lightex Limited, a private Quebec based company, to acquire all of the issued and outstanding common shares of Lightex for \$1,625,000. Vivid intends to satisfy the purchase price through the issuance of 6,500,000 common shares at a deemed value of \$0.25 per share. The acquisition is subject to a number of conditions precedent, including the completion of satisfactory due diligence and shareholder and regulatory approval. The proposed acquisition will be an arm's length transaction.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE:

Vivid Capital Corp. has entered into a Letter of Intent with the principals of Lightex Limited, a private Quebec based company, to acquire all of the issued and outstanding common shares of Lightex for \$1,625,000. Vivid intends to satisfy the purchase price through the issuance of 6,500,000 common shares at a deemed value of \$0.25 per share. The acquisition is subject to a number of conditions precedent, including the completion of satisfactory due diligence

and shareholder and regulatory approval. The proposed acquisition will be an arm's length transaction.

Lightex Limited, through its wholly owned subsidiary, Diversified Lighting Limited, is involved in the design, manufacture and sale of outdoor lighting and illumination products throughout North America.

The proposed transaction is intended to qualify as Vivid's Major Transaction and pursuant to the Transitional Provisions of The Canadian Venture Exchange, Vivid intends to rely on Alberta Securities Commission Rule 46-501 and Circular No. 7 of The Alberta Stock Exchange.

Vivid Capital Corp. is a Junior Capital Pool Corporation with 4.0 million common shares outstanding.

ITEM 6 RELIANCE ON SECTION 118 (2) OF THE SECURITIES ACT:

N/A

ITEM 7 OMITTED INFORMATION

N/A

ITEM 8 SENIOR OFFICER:

Michael J. Makinson
Director
Telephone: (403) 234-4001
Fax: (403) 234-7269

ITEM 9 STATEMENT OF SENIOR OFFICER:

The foregoing accurately discloses the material change referred to herein.

DATED at the City of Calgary, in the Province of Alberta, this 1st day of February 2000.

signed "Michael J. Makinson"

MICHAEL J. MAKINSON, Director

IT IS AN OFFENCE UNDER THE SECURITIES ACT AND THE SECURITIES REGULATION FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IT IS A MISREPRESENTATION.