MATERIAL CHANGE REPORT UNDER
Form 53-901F – SECURITIES ACT (British Columbia)
QUEBEC SECURITIES ACT, SECTION 75(1)
Form 27- SECURITIES ACT (Alberta)

Item 1. **Reporting Issuer:**

Atikwa Minerals Corporation, 56 Temperance Street, 4th Floor, Toronto, Ontario, M5H 3V5.

Item 2. **Date of Material Change:**

February 4, 2004.

Item 3. **Press Release:**

The Press Release was sent on February 4, 2004 through CCN Matthews – Toronto, Ontario.

Item 4. **Summary of Material Change:**

For further information, attached hereto is a copy of the Press Release.

Item 5. **Full Description of Material Change:**

For further information, attached hereto is a copy of the Press Release.

Item 6. **Reliance on Section 75(3) of the Act:**

Confidentiality is not requested

Item 7. **Omitted Information:**

No information has been omitted in respect to the material change.

Item 8. **Senior Officer:**

Mr. Brad Kipp, Chief Financial Officer, [416] 214-4884.

Item 9. **Statement of Senior Officer:**

The foregoing accurately discloses the material changes referred to herein.

DATED at Toronto this 5th day of February 2004.

ATIKWA MINERALS CORPORATION

"Brad Kipp"

Per: ________________________________
Brad Kipp, Chief Financial Officer

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ATIKWA MINERALS CORPORATION
ANNOUNCES ENGAGEMENT OF INVESTOR RELATIONS FIRM

February 4, 2004

TORONTO, ONTARIO – Atikwa Minerals Corporation (ATK – TSX Venture Exchange) is pleased to announce the engagement of 549242 BC Limited to perform investor relations and marketing activities for the Company.

Pursuant to the agreement, a monthly fee of $5,000 will be paid for six months and 500,000 stock options will be granted to 549242 BC Limited, a company owned by Gary Purdon, an investor relations specialist to emerging companies. These options will be exercisable at $0.20 each until May 30, 2005 and will vest quarterly over a one-year period. The investor relations services will be provided for an initial one-year period, subject to extension upon mutual agreement. The granting of the stock options is subject to regulatory approval.

The number of common shares reserved and set aside for issuance under the Company's stock option plan is 3,950,000. Prior to the grant of 500,000 stock options to 549242 BC Limited, there were 2,836,876 stock options outstanding.

For further information, please contact:

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