

FORM 27

Securities Act (Alberta)

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

ITEM 1 Reporting Issuer:

Starbright Venture Capital Inc.
9947 Warren Road S.E.
Calgary, Alberta T2J 1G8

ITEM 2 Date of Material Change:

May 11, 2001

ITEM 3 News Release:

June 28, 2001

ITEM 4 Summary of Material Change:

Starbright Venture Capital Inc. has entered into an amalgamation agreement with The Grasslands Entertainment Group Inc. dated May 11, 2001.

ITEM 5 Full Description of Material Change:

Starbright Venture Capital Inc. is pleased to announce it has entered into an amalgamation agreement with The Grasslands Entertainment Group Inc. ("Grasslands") and entered into a letter of intent with the principal shareholders thereof. Pursuant to the terms of the amalgamation agreement, the Corporation and Grasslands will amalgamate (the "Amalgamation") to form a new company ("The New Grasslands") called Grasslands Entertainment Inc. or such other name as the directors of The New Grasslands determine. The Amalgamation is subject to regulatory approval and approval of the shareholders of each of the Corporation and Grasslands by a special (2/3) majority. Shareholder meetings have been scheduled for the Corporation on July 3, 2001, and for Grasslands on July 6, 2001. The Amalgamation will combine the shareholder distribution and capital of the Corporation with the business operations of Grasslands.

Grasslands is an entertainment company which integrates the television and internet mediums to provide specialized content and advertising to industry specific groups through distinct business units. A full description of the Amalgamation, Grasslands, Starbright and The New Grasslands can be found in the information circular of the Corporation dated June 15, 2001 for its upcoming special shareholder meeting where shareholders will be asked to approve the Amalgamation. It is anticipated that the Amalgamation will be implemented shortly after receipt of approval from shareholders of Grasslands and Starbright.

ITEM 6 Reliance on Section 118(2) of the Securities Act:

N/A

ITEM 7 Omitted information:

N/A

ITEM 8 Senior Officers:

Everett J. Koeller, President and CEO at (403) 278-0249.

ITEM 9 Statement of Senior Officer:

The foregoing accurately discloses the material change referred to in this report.

Dated at the City of Calgary, in the Province of Alberta this 28th day of June, 2001.

Starbright Venture Capital Inc.

Per: “Everett J. Koeller”
Everett J. Koeller, President

STARBRIGHT VENTURE CAPITAL INC.

9947 Warren Road S.E.
Calgary, Alberta T2J 1G8

PRESS RELEASE

Starbright Venture Capital Inc. Announces Reactivation

June 28, 2001

(Calgary, Alberta) – Starbright Venture Capital Inc. (the “Corporation”): Starbright Venture Capital Inc. is pleased to announce it has entered into an amalgamation agreement with The Grasslands Entertainment Group Inc. (“Grasslands”) and entered into a letter of intent with the principal shareholders thereof. Pursuant to the terms of the amalgamation agreement, the Corporation and Grasslands will amalgamate (the “Amalgamation”) to form a new company (“The New Grasslands”) called Grasslands Entertainment Inc. or such other name as the directors of The New Grasslands determine. The Amalgamation is subject to regulatory approval and approval of the shareholders of each of the Corporation and Grasslands by a special (2/3) majority. Shareholder meetings have been scheduled for the Corporation on July 3, 2001, and for Grasslands on July 6, 2001. The Amalgamation will combine the shareholder distribution and capital of the Corporation with the business operations of Grasslands.

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For further information, contact Everett Koeller, President of Starbright Venture Capital Inc. at (403) 278-0249.