



#201, 615 - 11<sup>th</sup> Avenue SE  
Calgary, Alberta, T2G 0Y6

September 30, 2002

VIA SEDAR

**ALBERTA SECURITIES COMMISSION**  
MARKET SURVEILLANCE/CONTINUOUS DISCLOSURE  
19<sup>th</sup> Floor, 10025 Jasper Avenue  
Edmonton, AB T5K 3Z5  
**Attention: Filings**

**BRITISH COLUMBIA SECURITIES COMMISSION**  
P.O. 10142  
Pacific Centre, 791 West Georgia Street  
Vancouver, BC V7Y 1L2  
**Attention: Filings**

**TSX VENTURE EXCHANGE**  
10<sup>th</sup> Floor, 300 – 5<sup>th</sup> Avenue S.W.  
Calgary, AB T2P 3C4  
**Attention: Listings and Regulations Division**

Dear Sir/Madam:

**Re: Form 27 - Material Change Report pursuant to the *Securities Act (Alberta)* and  
Form 53-901F - *Securities Commission Act (British Columbia)***

This letter is intended as a statement setting forth certain matters that may be material changes in the affairs of Grasslands Entertainment Inc. (the "Corporation"). For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act (Alberta)*.

**ITEM 1 - Reporting Issuer:**

Grasslands Entertainment Inc.  
#215, 615 – 11<sup>th</sup> Avenue SE  
Calgary, Alberta, T2G 0Y6

**ITEM 2 - Date Of Material Change:**

September 16, 2002

**ITEM 3 - News Release:**

The Press Release with respect to these changes was disseminated through Canada Newswire at 18:36 (EST) on Tuesday, October 1, 2002 and filed with the TSX Venture Exchange and the British Columbia and Alberta Securities Commission.

**ITEM 4 - Summary Of Material Change:**

Grasslands Entertainment Inc. (the "Corporation") announces, subject to regulatory approval a stock option grant to a certain of the Corporation officer to purchase 100,000 common shares at an issue price of \$0.40 per share.

**ITEM 5 - Full Description of Material Change:**

On September 16, 2002, the Board of Directors of the Corporation approved a stock option grant to purchase 100,000 common shares of the Corporation to a certain officer at an issue price of \$0.40 per share. Such grant is subject to regulatory approval. The Corporation currently has 11,271,273 shares issued and outstanding and will have total stock options to purchase 825,000 common shares including Agency options. The grant is to provide compensation incentives for future services provided to the Corporation and demonstrates the commitment that the Corporation has to encourage and enable the acquisition of an equity interest by the participants.

**ITEM 6 - Reliance on Confidential Filing Provisions:**

Not Applicable

**ITEM 7 - Omitted Information:**

Not Applicable

**ITEM 8 - Senior Officers:**

The name of a Senior Officer Grasslands Entertainment Inc. who is knowledgeable about the material change and who can be contacted by the Commission is James Ripley, telephone (403) 290-0040, facsimile (403) 209-0002.

**ITEM 9 - Statement of Senior Officer:**

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

DATED this 30<sup>th</sup> day of September, 2002 at the City of Calgary, in the Province of Alberta.

Yours truly,

**Grasslands Entertainment Inc.**

Per: "Signed"

**James Ripley**

President and Chief Executive Officer

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

ANY FEE PAYABLE TO THE ALBERTA SECURITIES COMMISSION UNDER THE *SECURITIES ACT*, *THE SECURITIES REGULATION* AND THE *ALBERTA SECURITIES COMMISSION RULES* SHALL BE PAID TO THE ALBERTA SECURITIES COMMISSION IN ACCORDANCE WITH THE REQUIREMENTS OF THE FEE SCHEDULE TO THE SECURITIES REGULATION. ANY FAILURE TO ACCOMPANY A FORM OR APPLICATION WITH THE PRESCRIBED FEE SHALL RESULT IN THE RETURN OF THAT FORM OR APPLICATION.