



#201, 615 -11th Avenue SE
Calgary, Alberta, T2G 0Y8

January 8, 2003

VIA SEDAR

ALBERTA SECURITIES COMMISSION
MARKET SURVEILLANCE/CONTINUOUS DISCLOSURE
19th 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
10th Floor, 300 – 5th 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 Ontario* 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)*. Concurrent with this filing, this letter is being filed with TSX Venture Exchange, being the only Exchange on which the Corporation's shares are currently listed.

ITEM 1 - Reporting Issuer:

Grasslands Entertainment Inc.
#201, 615 -11th Avenue SE
Calgary, Alberta, T2G 0Y8

ITEM 2 - Date of Material Change:

December 24, 2003

ITEM 3- News Release:

The Press Release with respect to changes was disseminated through CCN Matthews – TSX Disclosure on December 30, 2003 and filed with the TSX Venture Exchange, British Columbia, Ontario and Alberta Securities Commission.

ITEM 4- Summary of Material Change:

Grasslands Entertainment Inc. announces that it has completed a previously announced private placement.

ITEM 5 - Full Description of Material Change:

On December 30, 2003, the Corporation announced that it raised \$272,000 through a previously announced private placement agreement with both arm's length third parties and non-arms length parties of 1,360,000 shares and warrants to purchase a further 680,000 Shares for \$0.40 per share exercisable until December 5, 2005. Shares issued under the transaction will be subject to applicable hold periods. The proceeds will be used for production of new television programs. The shares issued under this agreement do not result in a change in control or a control-voting block.

ITEM 6 - Reliance on Section 118(2) of the Securities Act: Not Applicable

ITEM 7- Omitted information: Not Applicable

ITEM 8 - Senior Officers:

The name of a Senior Officer of Grasslands Entertainment Inc. who is knowledgeable about the material change and who can be contacted by the Commission is:

David Wilson
CMA Chief Financial Officer
#201, 615 -11th Avenue SE
Calgary, Alberta, T2G 0Y8
Tel: (403) 290-0040

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 8th day of January, 2003.

Grasslands Entertainment Inc.

**Per: signed "David Wilson"
David Wilson
Chief Financial Officer**