

# **MATERIAL CHANGE REPORT**

Under Section 85(1) of the *Securities Act* (British Columbia) and  
Section 146(1) of the *Securities Act* (Alberta)

## **Item 1: Reporting Issuer**

La Mancha Resources Inc.  
213 West 1<sup>st</sup> Street  
North Vancouver, B.C.  
V7M 1B3

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

February 5, 2003

## **Item 3: Press Release**

Date: February 5, 2003  
Place: Vancouver, B.C.

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

La Mancha Resources Inc. (the "Company") has implemented a stock option plan (the "Plan") pursuant to which it will be entitled to grant options to purchase up to 581,097 common shares in the capital of the Company. Subject to the approval of the Plan by shareholders, the Company has granted options to purchase up to 581,000 common shares under the terms of the Plan.

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

The Company has implemented a stock option plan (the "Plan") pursuant to which the Company will be entitled to grant options to purchase up to 581,097 common shares in the capital of the Company. The Plan is subject to the approval of the shareholders at the Company's upcoming annual general meeting scheduled to be held on March 13, 2003.

The Company, subject to the Plan being approved by shareholders, has granted options to purchase up to an aggregate of 581,000 common shares under the terms of the Plan. The options were granted to directors, officers, management company employees and consultants and entitle the holders to purchase common shares in the capital of the Company at a price of \$0.85 per share for a period of five years. The options are subject to vesting over a two-year period.

## **Item 6: Reliance on section 85 (2) of the *Securities Act* (British Columbia) and equivalent sections of the Alberta securities act**

Not applicable.

**Item 7: Omitted Information**

Not applicable.

**Item 8: Senior Officers**

Name: Julie Bolden  
Title: Corporate Secretary  
Telephone: (604) 990-9599

**Item 9: Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated at North Vancouver, British Columbia this 6<sup>th</sup> day of February, 2003.

**LA MANCHA RESOURCES INC.**

Per:

"Julie Bolden"  
Julie Bolden  
Corporate Secretary