

CSW Ventures Corp.
76 Henry Street
Garson, Ontario P3L 1A4

VIA SEDAR

August 31, 2000

Alberta Securities Commission
19th Floor, 10025 Jasper Avenue
Edmonton, Alberta
T5K 3Z5

Canadian Venture Exchange Inc.
10th Floor, 300 - 5th Avenue S.W.
Calgary, Alberta
T2P 3C4

Dear Sir:

Re: CSW Ventures Corp.
MATERIAL CHANGE REPORT UNDER SECTION 118

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of CSW Ventures Corp. (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 the Canadian Venture Exchange, being the only Exchange on which the Corporation's shares are listed.

Item 1 - Reporting Issuer

CSW Ventures Corp.
76 Henry Street
Garson, Ontario P3L 1A4

Item 2 - Date of Material Change

The material change occurred on or about August 31, 2000.

Item 3 - Publication of Material Change

A press release (attached) was issued on August 31, 2000 by Canadian Corporate News.

Item 4 - Summary of Material Change

The Corporation announce that its common shares will be listed for trading on the CDNX under the trading symbol "CSV" on September 1, 2000.

Item 5 - Full Description of Material Change

The Corporation announced that its common shares will be listed for trading on the CDNX under the trading symbol "CSV" on September 1, 2000.

CSW is a Capital Pool Company as defined in Policy 2.4 of the CDNX and is therefore subject to and governed by the restrictions of CDNX Policy 2.4. To date, CSW has not conducted operations of any kind. CSW proposes to identify and evaluate opportunities for the acquisition of an interest in assets or businesses and, once identified and evaluated, to negotiate an acquisition or participation subject to receipt of shareholder and regulatory approval. Until the completion of a Qualifying Transaction (as defined in CDNX Policy 2.4), CSW shall not carry on any business other than the identification and evaluation of assets or businesses in connection with a potential Qualifying Transaction approved by the CDNX. CSW's present intention is to pursue business opportunities in the industrial sector. CSW does not own any assets, other than cash, and has not entered into an "Agreement in Principle", as such phrase is defined in Policy 2.4 of the Exchange, with respect to any acquisition.

Item 6 - Reliance of Section 118(4) of the Securities Act (Alberta)

N/A

Item 7 - Senior Officer

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

Mr. Edward Stringer, President

76 Henry Street

Garson, Ontario P3L 1A4

Telephone: (705) 693-4101

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

DATED this 31th day of August, 2000.

Yours truly,

CSW VENTURES CORP.

Per: (signed) _____
EDWARD STRINGER
President, CEO and CFO

CSW VENTURES CORP.

P R E S S R E L E A S E

August 31, 2000
For Immediate Release

CSW VENTURES CORP. ANNOUNCES COMMENCEMENT OF TRADING

CSW Ventures Corp. ("CSW") is pleased to announce that its common shares will be listed for trading on the CDNX under the trading symbol "CSV" on September 1, 2000.

CSW is a Capital Pool Company as defined in Policy 2.4 of the CDNX and is therefore subject to and governed by the restrictions of CDNX Policy 2.4. To date, CSW has not conducted operations of any kind. CSW proposes to identify and evaluate opportunities for the acquisition of an interest in assets or businesses and, once identified and evaluated, to negotiate an acquisition or participation subject to receipt of shareholder and regulatory approval. Until the completion of a Qualifying Transaction (as defined in CDNX Policy 2.4), CSW shall not carry on any business other than the identification and evaluation of assets or businesses in connection with a potential Qualifying Transaction approved by the CDNX. CSW's present intention is to pursue business opportunities in the industrial sector. CSW does not own any assets, other than cash, and has not entered into an "Agreement in Principle", as such phrase is defined in Policy 2.4 of the Exchange, with respect to any acquisition.

For further information, please contact Mr. Edward Stringer, President, CEO, CFO and Director of CSW, by telephone at (705) 693-4101, or by fax at (705) 693-2973.

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THE CANADIAN VENTURE EXCHANGE HAS IN NO WAY PASSED UPON THE MERITS OF THE PROPOSED TRANSACTION AND HAS NEITHER APPROVED NOR DISAPPROVED THE CONTENTS OF THIS PRESS RELEASE.