FORM 27

***Securities Act* (Alberta)**

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

Item 1 Reporting Issuer:

Pure Lean Incorporated
109 – 612 Kingsway Avenue S.E.
Medicine Hat, Alberta T1A 2W9

Item 2 Date of Material Change:

May 29, 2003

Item 3 News Release:

A press release fully describing the transaction was issued May 29, 2003.

Item 4 Summary of Material Change:

Pure Lean Incorporated announces that, effective May 29, 2003, David Den Hollander of Tappen, British Columbia and Howard Bolinger of Calgary, Alberta have acquired ownership and control of an aggregate of 8,428,913 common shares of Pure Lean, representing 51.9% of the outstanding common shares of Pure Lean, from the former directors of Pure Lean (Robert Notembomer, Reginald Jackson, Roy Link, Todd Boschee and Robert McKenzie). Mr. Den Hollander acquired 6,321,685 of the common shares while Mr. Bolinger acquired 2,107,228 of the common shares, respectively representing 38.9% and 13% of the outstanding common shares. Neither Mr. Den Hollander nor Mr. Bolinger previously owned any outstanding shares of Pure Lean. This transaction has resulted in Mr. Den Hollander acquiring effective control of Pure Lean. Mr. Den Hollander and Mr. Bolinger have acquired their shares for investment purposes. Neither Mr. Den Hollander nor Mr. Bolinger have any present intention to either dispose of the acquired shares or acquire additional shares. Please note that the issuance of this Filing Statement is not an admission that Mr. Den Hollander is a joint actor with Howard Bolinger, and vice versa.

Item 5 Full Description of Material Change:

Pure Lean Incorporated announces that, effective May 29, 2003, David Den Hollander of Tappen, British Columbia and Howard Bolinger of Calgary, Alberta have acquired ownership and control of an aggregate of 8,428,913 common shares of Pure Lean, representing 51.9% of the outstanding common shares of Pure Lean, from the former directors of Pure Lean (Robert Notembomer, Reginald Jackson, Roy Link, Todd Boschee and Robert McKenzie). Mr. Den Hollander acquired 6,321,685 of the common shares while Mr. Bolinger acquired 2,107,228 of the common shares, respectively representing 38.9% and 13% of the outstanding common shares. Neither Mr. Den Hollander nor Mr. Bolinger previously owned any outstanding shares of Pure Lean. This transaction has resulted in Mr. Den Hollander acquiring effective control of Pure Lean. Mr. Den Hollander and Mr. Bolinger have acquired their shares for investment purposes. Neither Mr. Den Hollander nor Mr. Bolinger have any present intention to either dispose of the acquired shares or acquire additional shares. Please note that the issuance of this Filing Statement is not an admission that Mr. Den Hollander is a joint actor with Howard Bolinger, and vice versa.

Prior to completion of this transaction, Mr. Notembomer beneficially owned or controlled approximately 7,675,000 common shares of Pure Lean representing 47% of the outstanding common shares of Pure Lean. Following completion of this transaction, Mr. Notembomer beneficially owned or controlled approximately 619,000 common shares of Pure Lean representing 3.8% of the outstanding common shares of Pure Lean.

Mr. Den Hollander, Mr. Bolinger and Marvin Zimmer have been appointed to the board of directors of Pure Lean following the resignation of all of the former directors of Pure Lean (Robert Notembomer, Reginald Jackson, Roy Link, Todd Boschee and Robert McKenzie). Mr. Den Hollander has also been appointed President and Chief Executive Officer of Pure Lean following the resignation of Richard Coleman from that position.

David Den Hollander has been the President and Chief Executive Officer of Pure Lean since May 29, 2003. Mr. Den Hollander has strong business and management skills, which the former board of Pure Lean found were critical for the execution of Pure Lean's business objectives. Mr. Den Hollander was the founder, President and owner of Adoptable Equipment Ltd., a private company involved in the business of buying, selling and leasing of communications equipment, from March 1999 until its sale in November 2001. Prior thereto, Mr. Den Hollander was self employed and provided contract management services to a variety or public and private companies, from June 1996 until February 1999.

Howard Bolinger has been a director of Pure Lean since May 29, 2003. Mr. Bolinger has a strong corporate finance background with prior management experience with public companies. Mr. Bolinger has been the Chief Financial Officer of Cervus Corporation, a public company listed on the TSX Venture Exchange involved in the acquisition and operation of authorized John Deere dealerships, since April 24, 2000. He has also been a director of Cervus Corporation since May 28, 2002. Mr. Bolinger was also the Chief Financial Officer of VHQ Entertainment Inc., a public company listed on the Toronto Stock Exchange, involved in the video retail and rental business, from February 1, 2000 to the fall of 2001. In addition, Mr. Bolinger has been the president of Bolinger Capital Corp., a private company controlled by Mr. Bolinger, which specialises in corporate finance and consulting, since January 1998. Mr. Bolinger received his Bachelor of Commerce degree from the University of Calgary in 1994 and has been a Chartered Accountant since April 1997.

Marvin Zimmer has been a director of Pure Lean since May 29, 2003. Mr. Zimmer has been the Chief Executive Officer of TSC International Inc., the largest independent hog brokerage firm in Western Canada, since August 1998. Prior thereto, he was the Director of Value Added Relations, for Elite Swine Inc., a company involved in buying and selling hogs, from April 1992 to August 1998.

The primary business operations of Pure Lean are the operation of an environmentally friendly hog feeder business and a compost and manufacturing business.

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

N/A

Item 7 Omitted Information:

N/A

Item 8 Senior Officers:

The name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report is as follows:

Howard Bolinger - Director
Telephone: (403) 296-5416
Fax: (403) 296-5417

Item 9 Statement of Senior Officer:

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

Dated this 29th day of May, 2003 in the City of Calgary, Alberta.

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Pure Lean Incorporated

"Howard Bolinger@

Per: ________________________________
Howard Bolinger
Director

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