FORM 27

***Securities Act* (Alberta)**

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

Item 1 Reporting Issuer:

Pure Lean Incorporated
2506 – 21 Avenue S.W.
Calgary, Alberta T3E 7H3

Item 2 Date of Material Change:

July 8, 2003

Item 3 News Release:

A press release fully describing the transaction was issued July 8, 2003.

Item 4 Summary of Material Change:

Pure Lean Incorporated (TSX-V: PYG) reports that it has closed a private placement of 1,400,000 units at a price of $0.25 per unit for aggregate gross proceeds of $350,000. The Units of Pure Lean consist of one common share of Pure Lean and one warrant to purchase one common share of Pure Lean. Each Unit was sold for $0.25 per Unit. Each common share purchase warrant will entitle the holder thereof to purchase one common share of Pure Lean at any time on or before January 8, 2005, from the date of closing at an exercise price of $0.50 per common share. The private placement was conducted in reliance upon the prospectus and registration exemptions contained in the *Securities Act* (Alberta) with arm's length purchasers. Therefore the units issued will be subject to resale restrictions until November 9, 2003. Pure Lean now has 17,638,284 common shares outstanding.

Item 5 Full Description of Material Change:

Pure Lean Incorporated (TSX-V: PYG) reports that it has closed a private placement of 1,400,000 units at a price of $0.25 per unit for aggregate gross proceeds of $350,000. The Units of Pure Lean consist of one common share of Pure Lean and one warrant to purchase one common share of Pure Lean. Each Unit was sold for $0.25 per Unit. Each common share purchase warrant will entitle the holder thereof to purchase one common share of Pure Lean at any time on or before January 8, 2005, from the date of closing at an exercise price of $0.50 per common share. The private placement was conducted in reliance upon the prospectus and registration exemptions contained in the *Securities Act* (Alberta) with arm's length purchasers. Therefore the units issued will be subject to resale restrictions until November 9, 2003. Pure Lean now has 17,638,284 common shares outstanding.

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 8th day of July, 2003 in the City of Calgary, Alberta.

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Pure Lean Incorporated

"Howard Bolinger@

Per: ________________________________

Howard Bolinger
President

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.