Form 51–102F3

Material Change Report

PART 1 GENERAL INSTRUCTIONS AND INTERPRETATION

(a) Confidentiality

If this Report is filed on a confidential basis, state in block capitals “CONFIDENTIAL” at the beginning of the Report.

(b) Use of “Company”

Wherever this Form uses the word “company” the term includes other types of business organizations such as partnerships, trusts and other unincorporated business entities.

(c) Numbering and Headings

The numbering, headings and ordering of the items included in this Form are guidelines only. You do not need to include the headings or numbering or follow the order of items in this Form. Disclosure provided in response to any item need not be repeated elsewhere.

(d) Defined Terms

If a term is used but not defined in this Form, refer to Part 1 of National Instrument 51–102 and to National Instrument 14–101 *Definitions*. If a term is used in this Form and is defined in both the securities statute of a local jurisdiction and in National Instrument 51–102, refer to section 1.4 of Companion Policy 51–102CP.

(e) Plain Language

Write the Report so that readers are able to understand it. Consider both the level of detail provided and the language used in the document. Refer to the plain language principles listed in section 1.5 of Companion Policy 51–102CP. If you use technical terms, explain them in a clear and concise manner.

PART 2 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Journey Unlimited Omni Brand Corporation
102 - 1238 Seymour Street
Vancouver, BC V6B 4J3

Item 2 Date of Material Change

September 27, 2004

Item 3 News Release

The Company disseminated press releases on July 16, 2004 and October 4, 2004 via Stockwatch and Market News and filed on SEDAR.

Item 4 Summary of Material Change

The Company has closed a Private Placement for 2,287,000 Units at a cost of $0.12 per Unit for total proceeds of $274,440.

Item 5 Full Description of Material Change

Private Placement in the aggregate principal amount of 2,287,000 Units at a price of $0.12 per Unit for total gross proceeds of $274,440 has closed. Each Unit consists of one common share and one share purchase warrant. Each full warrant entitles the holder to purchase one additional common share exercisable for two years at a price of $0.15 per share expiring September 27, 2006. The shares and any shares acquired on exercise of the warrants have a 4 month hold period expiring January 27, 2005.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51–102

Not applicable.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Jatinder Bal, President

Item 9 Date of Report

DATED at Vancouver, British Columbia, this 4th day of October, 2004.

"JATINDER BAL"

JATINDER BAL
President