Form 51–102F3

Material Change Report

Item 1 Name and Address of Company

Journey Unlimited Omni Brand Corporation
102 – 1238 Seymour Street
Vancouver, B.C. V6B 4J3

Telephone:(604) 633-2442

Item 2 Date of Material Change

August 9, 2005

Item 3 News Release

News Release dated August 9, 2005 was filed on SEDAR and disseminated via Stockwatch, Vancouver, British Columbia and Market News Publishing Inc. on August 9, 2005.

Item 4 Summary of Material Change

Journey Unlimited Omni Brand Corporation (the "Company") announced that it has closed its acquisition of 99% of Minerales Jazz S.A. de C.V. from Murcielago Capital Ltd. The acquisition of Jazz constituted a reverse takeover under the policies of the TSX Venture Exchange (the "Exchange"), and the Company is now a Tier 2 Mining Issuer.

The Company also has an option agreement to acquire the remaining 50,000 outstanding shares of Jazz for nominal consideration during the term of the share purchase agreement for the purchase of Jazz.

Item 5 Full Description of Material Change

The Company has now closed its acquisition of 99% of Minerales Jazz S.A. de C.V. ("Jazz") from Murcielago Capital Ltd., a St. Vincent and the Grenadines company, which closed in escrow as announced July 25, 2005. Terms of the acquisition were announced on April 11, 2004.

Jazz is a private Mexican company whose only material asset is the Vianey Mine concession located in Guerrero State, Mexico. A technical report dated March 10, 2005 and prepared under National Instrument 43-101 regarding the Vianey Mine was accepted for filing by the TSX Venture Exchange and is available at www.sedar.com. The acquisition of Jazz constituted a reverse takeover under the policies of the Exchange, and the Company is now a Tier 2 Mining Issuer.

The Company also has an option agreement to acquire the remaining 50,000 outstanding shares of Jazz for nominal consideration during the term of the share purchase agreement for the purchase of Jazz.

The Vianey Mine is located in the north-central part of the state of Guerrero, which lies in the southern part of Mexico. The Vianey Mine concession is located about 250 km by road south of Mexico City and 160 km north of Acapulco. The concession consists of 44 hectares held under Exploitation concession (Number 164151, Exp. No. 5929, issued March 5, 1979) pursuant to the laws of Mexico.

The Vianey Mine concession is a historically productive mining property with mineral values primarily in silver-zinc-lead, and local gold-copper credits. The property has been involved in prior underground exploitation by third parties and is said to have realized production intermittently since prior to the Spanish conquest. The Technical Report recommended an exploration program consisting of detailed mapping and sampling of underground exposures, coupled with a structural analysis of fault and bedding attitudes on the Vianey Mine concession, all for the purposes of identifying suitable surface drill sites. This initial work program has an estimated cost of $577,225.

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

Not applicable

Item 7 Omitted Information

None

Item 8 Executive Officer

Jatinder (Jack) Bal
Telephone: (604) 633-2442

Item 9 Date of Report

DATED at Vancouver, British Columbia, this 10th day of August, 2005.

"Jatinder (Jack) Bal"
Jatinder (Jack) Bal, Director