

GOOSE RIVER CAPITAL INC.
Suite 1750, 700 - 6th Avenue S.W.
Calgary, Alberta T2P 0T8

ALBERTA SECURITIES COMMISSION

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

BRITISH COLUMBIA SECURITIES COMMISSION

P.O. Box 10142 Pacific Centre
701 West Georgia Street
Vancouver, British Columbia
V7Y 1L2

CANADIAN VENTURE EXCHANGE INC.

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

Dear Sirs:

Re: Goose River Capital Inc. (the "Corporation")
Material Change Report Under Section 118 of the *Securities Act* (Alberta)

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of Goose River Capital Inc. (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 Inc., being the only exchange on which the Corporation's shares are currently listed.

Item 1 - Reporting Issuer

Goose River Capital Inc.
Suite 1750, 700 - 6th Avenue S.W.
Calgary, Alberta T2P 0T8

Telephone: (403) 263-2015
Facsimile: (403) 265-9243

Item 2 - Date of Material Change

September 18, 2001

Item 3 - News Release

Issued news release on September 18, 2001 and disseminated through the facilities of International Teledata Group.

Item 4 - Summary of Material Change

Goose River Capital Inc. (the "Corporation"), announced today that the Canadian Venture Exchange Inc. (the "Exchange") has approved of the change of name of the Corporation to Goose River Resources Ltd. effective immediately. The common shares of the Corporation will trade under the same trading symbol "GRR" under the new name Goose River Resources Ltd.

Item 5 - Full Description of Material Change

Calgary, Alberta, September 18, 2001 - Goose River Capital Inc. (the "Corporation"), announced today that the Canadian Venture Exchange Inc. (the "Exchange") has approved of the change of name of the Corporation to Goose River Resources Ltd. effective immediately. The common shares of the Corporation will trade under the same trading symbol "GRR" under the new name Goose River Resources Ltd.

On September 13, 2001, the Exchange issued a Final Exchange Notice confirming completion of the Corporation's Qualifying Transaction and that the Corporation will no longer be subject to the rules governing capital pool companies.

The Corporation also announced today that it closed, subject to CDNX confirmation, the initial tranche of a private placement of up to 1,818,000 units at \$0.55 per unit for total proceeds of \$154,000 pursuant to its Offering Memorandum dated Jun 27, 2001, as amended September 7, 2001. The units are comprised of one-half of an equity common share of the Corporation and one-half of a flow through common share. The Corporation will use these proceeds for exploration, development and working capital purposes as more particularly set forth in the Corporation's Offering Memorandum, as amended. The Corporation anticipates closing the second tranche of the private placement in the near future.

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

Not applicable.

Item 7 - Omitted Information

No omitted information.

Item 8 - 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:

Robert D. Weir
President, CEO
Telephone: (403) 263-2015
Facsimile: (403) 265-9263

Item 9 - Statement of a Senior Officer

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

DATED at Calgary, this 21st day of September, 2001.

Yours truly,

GOOSE RIVER CAPITAL INC.

Per: *"Robert D. Weir"*
 ROBERT D. WEIR