# HANFENG EVERGREEN INC.
**Formerly McVicar Minerals Ltd.**
**56 Temperance Street, Suite 501**
**Toronto, Ontario**
**M5H 3V5**

**FILED VIA SEDAR**

Alberta Securities Commission
10025 Jasper Avenue, 19th Floor
Edmonton, Alberta, T5J 3Z5
Attention: Continuous Disclosure

Ontario Securities Commission
19th Floor, 20 Queen Street West
Toronto, Ontario, M5H 3S8
Attention: Continuous Disclosure

British Columbia Securities Commission
12th Floor, Pacific Centre, 701 W. Georgia St.
Vancouver, B.C., V7Y 1L2
Attention: Continuous Disclosure

TSX Venture Exchange
3rd Floor, 130 King Street West
Toronto, Ontario, M5X 1J2
Attention: Continuous Disclosure

Dear Sirs/Mesdames:

**Re: Material Change Report**
**Ontario Securities Act. Sec. 75 (2)**

1. The name of the Reporting Issuer is **HANFENG EVERGREEN INC.** ("Hanfeng" or the "Company") formerly McVicar Minerals Ltd. whose principal office is at 56 Temperance Street, Suite 501, Toronto, Ontario, M5H 3V5.

2. The material change occurred on June 2, 2003.

3. A Press Release was published at Toronto on the CCN Matthews - Canadian Timely Disclosure Wire on June 5, 2003.

4. The Company announced that it had completed the acquisition of all of the issued and outstanding common shares of Dalian Hanfeng Evergreen Turf Technologies Co., Ltd. ("DHL") (the "Business Combination") in consideration for the issuance of 26,000,000 common shares of the Company.

5. In addition to approving the Business Combination at the Annual and Special Meeting of Shareholders held on May 14, 2003, shareholders also approved the following:

    1. continuance of McVicar Minerals Ltd.("McVicar") into Ontario, which was completed on May 23, 2003;
    2. the assignment of all of the pre-existing assets of McVicar, other than $250,000 in cash, to a wholly-owned subsidiary, McVicar Resources Inc.;
    3. the amalgamation of McVicar with its wholly-owned subsidiary, Hanfeng Evergreen Inc., which was completed effective June 1, 2003;
    4. the election of new directors;
    5. the appointment of new auditors; and
    6. the adoption of a new stock option plan.

**Amalgamation and Business Combination**

McVicar amalgamated with its wholly-owned subsidiary, Hanfeng Evergreen Inc. ("HEI") to form a new company ("Hanfeng") named Hanfeng Evergreen Inc. Each shareholder of McVicar received 0.5054922 of a common share of Hanfeng and one Special Share of Hanfeng for each common share of McVicar held. The Special Shares of Hanfeng are redeemable for the common shares of McVicar Resources Inc. or the securities for which the common shares of McVicar Resources Inc. are exchanged upon either McVicar Resources Inc. or an entity to which McVicar Resources Inc. is sold, amalgamated with or otherwise combined with, becoming a reporting issuer in any jurisdiction in Canada following which the Special Shares will be cancelled. Management of Hanfeng will proceed to work on the resource property interests of McVicar Resources Inc. with a view to optioning, selling or otherwise disposing of its interest in McVicar Resources Inc. for the benefit of the shareholders of McVicar. For details on the properties of McVicar Resources Inc., please see the press release dated January 22, 2003.

Hanfeng then acquired all of the issued and outstanding shares of DHL from the holders thereof by way of a share-for-share exchange on the basis of one (1) common share of Hanfeng (the "Hanfeng Shares") for each issued and outstanding share of DHL. Pursuant to the Business Combination, Hanfeng issued an aggregate of 26,000,000 Hanfeng Shares to the DHL shareholders, at a deemed price of $0.47 per share, for aggregate consideration of $12,220,000. DHL is now the principal operating subsidiary of Hanfeng. Shareholders of McVicar hold approximately 10% of the issued and outstanding common shares of Hanfeng.

Approximately 15,354,856 common shares of Hanfeng are being held pursuant to an escrow agreement (the “Escrow Agreement”) and will be released over an eighteen month period.

The common shares of Hanfeng will commence trading on the TSX Venture Exchange under the symbol HF on Friday, June 6, 2003.

Dalian Hanfeng Evergreen Turf Technologies Co., Ltd.

DHL is a Chinese based integrated products and services provider, with products ranging from grass seeds, fertilizers, ornamental trees and maintenance products to services such as fully packaged landscaping and engineering services. DHL distributes products from many leading North American corporations such as Pickseed Canada Inc., Davey Tree Inc., Jacklin Seed from Ohio, Turf-seed Inc., Brett-Young Seeds and Hayter Limited of the United Kingdom. DHL is the exclusive distributor of controlled release fertilizers for Nu-Gro in China. DHL's customers include Chinese government organizations, private companies and foreign agencies. Since its formation in 1996, DHL has grown to a company with annual sales of approximately CDN$17 million and has achieved a gross profit margin of approximately 50%. Revenue has grown at a compounded rate of 42% per year between fiscal 2000 and fiscal 2002.

DHL began by supplying turf seeds from North America to the city of Dalian, where the government was determined to turn the city into a commercial centre with a better living environment with western-style urban green coverage. After two years of extensive tests and experiments in close co-operation with the municipal government, DHL succeeded in producing several varieties of grass seed mixtures that are suitable for the local climate. The fresh new look of Dalian attracted other cities to visit and imitate the model. DHL’s sales continued to grow and increased further upon the addition of lawn maintenance products, including lawn mowers, specialized fertilizers and pesticides. DHL also established a turf care and maintenance business. In 2000, Hanfeng began ornamental tree nurseries as it saw huge potential demand for varieties of trees in China, in particular for the 2008 Beijing Olympic games and the 2010 Shanghai World Expo. Today, they are the leader in providing ornamental trees from North America to the Chinese marketplace.

## Management and Directors

The following is a summary of the new board of directors elected at the May 14, 2003 meeting:

Mr. Xinduo Yu, Chairman & CEO, Director

Mr. Yu is a successful entrepreneur with a track record of building successful businesses. He founded DHL to engage in the greening industry which has grown rapidly since its inception. He was awarded the Outstanding Entrepreneur award by the Dalian Municipal Government in 1993. Prior to establishing DHL, Mr. Yu founded Dalian Jinli Crystal Co. Ltd. in 1992, which produces jewelry from both natural and artificial materials for sale in China and neighboring countries. From 1989 to 1992, Mr. Yu was Director of Dalian Office, Shangzhi City Government, Helongjiang Province where he assisted government and private entities to promote businesses in Dalian. Mr. Yu holds 12,000,000 common shares of Hanfeng, which are subject to the Escrow Agreement representing 41.53% of the total issued and outstanding capital of Hanfeng.

Dr. Gang Chai, President & COO, Director

Dr. Chai is a scholar turned entrepreneur. He founded the Corporation in 1996 and China emall Corp., a subsidiary of VHS Network listed on the OTCBB in 2000. Dr. Chai received a doctorate in Geology from the University of Toronto in 1992. From 1992 to 1994, Dr. Chai worked with the Geological Survey of Canada. Dr. Chai formed his own consulting company in 1994. He is also a consultant to a number of international companies on their business in China. Dr. Chai combines his Chinese background together with his Canadian education and business experience which give him great advantages in conducting and operating business between China and North America. Dr. Chai holds 354,856 common shares of Hanfeng which are subject to the Escrow Agreement

Mr. Graham Warren, C.F.O., Director

Mr. Warren is a Certified Management Accountant and a Senior Financial Executive with over 18 years of progressive experience in small to medium sized businesses in the environmental, resource, biotech, manufacturing, service and software sectors. Mr. Warren is skilled in adapting quickly to new situations and assessing business needs. He has extensive experience in all facets of the organization, including human resources, sales, marketing and operations. Mr. Warren is currently the President of Graham C. Warren Consulting, a private financial and management services consulting practice. From 2001 to 2002, Mr. Warren was the Chief Financial Officer of Umedik Inc. From 1995 to 2001, Mr. Warren was Vice-President and Chief Financial Officer of Med-Tech Environmental Limited, a subsidiary of Stericycle Inc., the largest medical waste company in North America. Mr. Warren does not hold any shares of Hanfeng.

Dr. Tom Karl Danneberger, Director

Dr. Danneberger has been Professor at the Department of Horticulture and Crop Science, The Ohio State University, since 1997. He obtained his Ph.D. in Botany and Plant Pathology from Michigan State University in 1983 and has conducted in depth research in turf grass ecology and physiology with over 100 publications. Dr. Danneberger was awarded the 2001 Professional Excellence to The Ohio Turfgrass Industry Award presented by the Ohio Turfgrass Foundation and the 1999 Myerscough College (Preston, UK) Outstanding Turfgrass Service Award, 1998 and 1994, College of Food, Agriculture, and Environmental Sciences Outstanding Advisor Award.

Dr. Danneberger is also the Associate Editor of Crop Science and the International Turfgrass Society Research Journal. Dr. Danneberger does not hold any shares of Hanfeng.

Mr. David Reburn, Director

Mr. Reburn has over 40 years of sales and marketing experience in the fertilizer and chemical industry. He began his sales career with CIL in 1966 where he was part of the team that introduced Sulphur Coated Urea (SCU) to the Canadian consumer market initially and moved on to the golf course market. He then joined Vigora as Vice President of Sales until the company was taken over by Nu Gro in the early 90s. Mr. Reburn began as Territorial Manager at Nu Gro and eventually became National Accounts Manager. Mr. Reburn pioneered the sale of Nu Gro fertilizer in China. Mr. Reburn does not hold any shares of Hanfeng.

Mr. Ray Morley, Director

Mr. Morley has been employed by Western Oil Sands Inc. since October of 1999. Prior to that, Mr. Morley was employed in the San Francisco Mining Group of BHP Minerals for 20 years. Mr. Morley has been a director of McVciar since 2001. Mr. Morley holds and MBA from Anderson School University of New Mexico, a Masters Degree in Geology from New Mexico Tech and a Bachelor of Science degree in Geology from the University of Notre Dame. Mr. Morley does not hold any shares of Hanfeng.

6. This report is not being filed on a confidential basis in reliance on subsection 75(3) of the Ontario Securities Act.

7. No information has been omitted because it is believed it should remain confidential.

8. For further information, please contact Dr. Gang Chai, President of McVicar, at Tel: (416) 366-7420, Fax: (416) 366-7421, email: info@mcvicar.ca.

9. The foregoing accurately discloses the material change referred to herein.

**DATED** at Toronto, Ontario this 5th day of June, 2003.

“Gang Chai”

**DR. GANG CHAI**
**President & C.E.O.**

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