

MATERIAL CHANGE REPORT

**UNDER SECTION 75(2) OF THE SECURITIES ACT (ONTARIO)
and CORRESPONDING PROVISIONS OF THE SECURITIES
ACTS OF THE PROVINCES OF BRITISH COLUMBIA and
ALBERTA**

ITEM 1 — Reporting Issuer:

Hanfeng Evergreen Inc.
8 King Street East, Suite 838
Toronto, Ontario M5C 1B5

ITEM 2 — Date of Material Change:

April 1, 2004

ITEM 3 — Press Release:

Issued on April 1, 2004 and subsequently filed on SEDAR.

ITEM 4 — Summary of Material Change:

TORONTO, ON, April 1, 2004 – Hanfeng Evergreen Inc. (“Hanfeng” or the “Company”), (TSX-VEN: HF), wishes to announce that it will distribute its 2,300,000 common shares of McVicar Resources Inc. (“McVicar”) as a dividend-in-kind to the holders of Hanfeng’s 5,715,000 Class A Shares of record on April 1, 2004. The distribution will occur immediately following the closing of the distribution of at least 2,000,000 units of McVicar pursuant to McVicar’s final prospectus dated March 24, 2004. This closing is currently expected to occur on April 13, 2004. Following the dividend, the Class A Shares of Hanfeng will be cancelled. This transaction was previously set out in detail in the Company’s Information Circular and listing application. It was part of the Reverse Take Over transaction with McVicar Minerals Inc.

ITEM 5 — Full Description of Material Change:

Please see the attached Schedule “A”.

ITEM 6 — Reliance on Section 75(3) of the Act:

n/a

ITEM 7 — Omitted Information:

n/a

ITEM 8 — Senior Officers:

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Amy Stephenson
Chief Financial Officer
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ITEM 9 — Statement of Senior Officer:

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, in the Province of Ontario, this 7th day of April, 2004

HANFENG EVERGREEN INC.

“Amy Stephenson”

Chief Financial Officer

SCHEDULE "A"

INVESTOR RELATIONS CONTACT:

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Hanfeng Evergreen Inc.
www.hanfengevergreen.com

FOR IMMEDIATE RELEASE

TSX Venture Exchange symbol: HF

HANFENG ANNOUNCES DIVIDEND-IN-KIND TO ITS CLASS A SHAREHOLDERS

TORONTO, ON, April 1, 2004 – Hanfeng Evergreen Inc. (“Hanfeng” or the “Company”), (TSX-VEN: HF), wishes to announce that it will distribute its 2,300,000 common shares of McVicar Resources Inc. (“McVicar”) as a dividend-in-kind to the holders of Hanfeng’s 5,715,000 Class A Shares of record on April 1, 2004. The distribution will occur immediately following the closing of the distribution of at least 2,000,000 units of McVicar pursuant to McVicar’s final prospectus dated March 24, 2004. This closing is currently expected to occur on April 13, 2004. Following the dividend, the Class A Shares of Hanfeng will be cancelled. This transaction was previously set out in detail in the Company’s Information Circular and listing application. It was part of the Reverse Take Over transaction with McVicar Minerals Inc.

For more information, please contact:

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The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this press release.