BOXXER GOLD CORP.
2100, 330 - 5^{TH} Avenue S.W.
Calgary, Alberta
T2P 4H2

VIA SEDAR

ALBERTA SECURITIES COMMISSION
4^{th} Floor, 300 Fourth Avenue SW
Calgary, AB
T2P 3C4

BRITISH COLUMBIA SECURITIES COMMISSION
P.O. Box 10142 Pacific Centre
12th Floor, 701 West Georgia Street
Vancouver, B.C., V7Y 1L2

TSX VENTURE EXCHANGE
10^{th} Floor, 300 - Fifth Avenue SW
Calgary, AB
T2P 3C4

Dear Sirs:

Re: Boxxer Gold Corp.
Material Change Report Under Section 146(1) 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 **Boxxer Gold Corp.** (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 TSX Venture Exchange, being the only exchange on which the Corporation's shares are listed.

Item 1 - Reporting Issuer

Boxxer Gold Corp.
2100, 330 - 5^{TH} Avenue S.W.
Calgary, Alberta
T2P 4H2
phone: (403) 269-9717
fax: (403) 509-1101

Item 2 - Date of Material Change

The material change occurred on or about September 29, 2003.

Item 3 - News Release

A press release was issued on September 29, 2003.

Item 4 - Summary of Material Change

The Corporation announced it has completed its initial public offering of 5,500,000 Units of the Corporation (the "**Offering**") for gross proceeds of $660,000.00. Leede Financial Markets Inc. ("**Leede**" or the "**Agent**") acted as agent for the Offering.

Item 5 - Full Description of Material Change

Pursuant to the Offering, the maximum offering of 5,500,000 units ("**Units**") were sold at a price of $0.12 per Unit for gross proceeds of $660,000. Each Unit consists of one common share in the share capital of the Corporation ("**Common Share**") and one-half of one Common Share purchase warrant ("**Warrant**"). Each whole Warrant entitles the holder to acquire one Common Share at an exercise price of $0.15 until March 29, 2004 and thereafter at a price of $0.25 until September 29, 2004. A total of 5,500,000 Common Shares and 2,750,000 Warrants were issued in connection with the Offering.

Leede received a cash commission of 10% of the gross proceeds of the Offering, a corporate finance fee of $21,400 (including GST) and was also granted an option to acquire 550,000 Units at a price of $0.12 per Unit until March 29, 2005.

Additionally, an aggregate of 900,000 stock options for directors and officers (the "**Options**") have been qualified for distribution by the Prospectus issued pursuant to the Offering. The Options have been issued pursuant to the Corporation's stock option plan at an exercise price of $0.12, are non-transferable and expire the earlier of five (5) years from the date of grant or ninety (90) days from the date the optionee ceases to be an officer, director, employee or consultant of the Corporation.

Pursuant to the closing of the Offering, the Corporation has 12,238,000 Common Shares issued and outstanding which the Corporation anticipates will be listed and posted for trading on the TSX Venture Exchange later this week or early next week under the symbol BXX.

The Corporation is currently directing its efforts and resources to the exploration and development of the Boss Property located in southern Nevada. The Boss Property consists of a contiguous block of land that includes 9 patented claims and 49 unpatented claims covering approximately 971 acres in the Goodsprings mining district, Clark County, Nevada. The Corporation intends to utilize the proceeds from the Offering for the evaluation and exploration of the Boss Property.

The Corporation is a Calgary-based resource company actively engaged in the exploration for, and the development of, mineral properties in southern Nevada. The Corporation may take advantage of other mineral projects on a global basis as opportunities arise.

Item 6 - Reliance on s.146(2) of the *Securities Act* (Alberta) or s. 85(2) of the *Securities Act* (British Columbia) or s.75(3) of the *Securities Act* (Ontario)

Not applicable.

Item 7 - Omitted Information

Not applicable.

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:

Colin B. Christensen, President and Chief Executive Officer
Telephone: (403) 269-9717

Item 9 - Statement of a Senior Officer

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

DATED at Calgary, Alberta, September 29, 2003.

Yours truly,

BOXXER GOLD CORP.

Per: *"Colin B. Christensen"*
Colin B. Christensen, President and Chief Executive Officer

CC: **TSX Venture Exchange**