51-102F3
MATERIAL CHANGE REPORT [F]

Item 1 Name and Address of Company

Boyuan Construction Group, Inc. (the "Company")
Boyuan Building, No. 6, East Road
Jiaxing Port, Zhejiang 314201, PRC

Item 2 Date of Material Change

April 27, 2009

Item 3 News Release

The news release was disseminated on April 27, 2009 through Canada Newswire.

Item 4 Summary of Material Change

The Company announced that it has engaged Haywood Securities Inc to act as a financial advisor and agent for a brokered private placement unit offering for gross proceeds of up to $7,000,000.

The offering will consist of units, each priced at $1,000. Each unit will consist of 125 common shares, each with a deemed value of $2.00, one secured convertible debenture with a par value of $750, 250 warrants to purchase common shares at $2.00 each for a period of up to four years, and 500 non-transferable rights entitling the holder to receive one share upon exercise of a "Make Good Provision".

Each Convertible Debenture bears an interest rate of 11.75% per annum, paid quarterly in arrears and matures on February 28, 2013. Each Convertible Debenture is, at the election of the holder, convertible into 375 common shares of the Company at the conversion price of $2.00 per common share of the Company plus accrued interest paid in cash. The Conversion Right may be exercised at the option of the holder commencing one day after closing of the private placement and until the close of business on the sixth day prior to the Maturity Date. Holders of Convertible Debentures will be prevented from converting their Convertible Debentures to the extent that any holder of such Convertible Debentures would, upon conversion of such debentures, hold 20% or more of the total issued and outstanding the common shares of the Company. Each Convertible Debenture will be redeemable by the Company, at the option of the holder, subject to certain redemption conditions.

Each Right will entitle the holder, upon exercise, to receive one make good escrowed share of the Company. Each Right will be exercisable during the Rights Exercise Period. The Rights Exercise Period shall commence on the date that the Company files on SEDAR its audited annual financial statements for the year ended June 30, 2010 and ending 30 days thereafter. Any unexercised Rights will expire on November 30, 2010.

Under the "Make Good Provision", certain members of the Company's management have agreed to deposit into escrow up to 3.5 million common shares (which will be issued upon the conversion of Class A Series 1 preferred shares currently held by certain members of management of the Company) equal to the dollar amount of units purchased at closing of the financing. In the event that the Company's financial statements for the fiscal year ending June 30, 2010 reflect less than US$11.5 million of after tax net income, the escrow agent, upon exercise or deemed exercise, of the Rights during the Rights Exercise Period, will transfer to the holder of the Rights for no additional consideration, one Make Good Escrowed Share for each Right exercised by such holder. Following the expiry of the Rights Exercise Period, all shares remaining in escrow will be transferred back to the Company's management.

The private placement, which is subject to the completion of definitive documentation and regulatory approval, is expected to close by May 15, 2009. The net proceeds raised by the offering will be used to fund new construction projects, procure additional equipment, meet insurance bonding requirements related to new projects and for general working capital purposes.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached News Release.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Shu Ren, Secretary
Telephone: 011-86-573-8558-1278

Item 9 Date of Report

May 6, 2009

Boyuan announces brokered private placement of up to $7 million

TORONTO, April 27 /CNW/ - Boyuan Construction Group, Inc., (TSX-V: BOY & BOY.DB) a leading builder of commercial, residential and municipal infrastructure projects in China's fast-growing regions of the Yangtze River Delta and the city of Sanya on Hainan Island, announced today that it has engaged Haywood Securities Inc. to act as financial advisor and agent for a brokered private placement unit offering expected to generate gross proceeds of up to $7.0 million (CDN).

The offering will consist of units, each priced at $1,000. Each unit will consist of 125 common shares, each with a deemed value of $2.00, one secured convertible debenture with a par value of $750, 250 warrants to purchase common shares at $2.00 each for a period of up to four years, and 500 non-transferable rights entitling the holder to receive one share upon exercise of a "Make Good Provision."

Each Convertible Debenture bears an interest rate of 11.75% per annum, paid quarterly in arrears and matures on February 28, 2013. Each Convertible Debenture is, at the election of the holder, convertible into 375 common shares of Boyuan at the conversion price of $2.00 per common share of Boyuan plus accrued interest paid in cash. The Conversion Right may be exercised at the option of the holder commencing one day after closing of the private placement and until the close of business on the sixth day prior to the Maturity Date. Holders of Convertible Debentures will be prevented from converting their Convertible Debentures to the extent that any holder of such Convertible Debentures would, upon conversion of such debentures, hold 20% or more of the total issued and outstanding the common shares of Boyuan. Each Convertible Debenture will be redeemable by Boyuan, at the option of the holder, subject to certain redemption conditions.

Each Right will entitle the holder, upon exercise, to receive one make good escrowed share of Boyuan. Each Right will be exercisable during the Rights Exercise Period. The Rights Exercise Period shall commence on the date that Boyuan files on SEDAR its audited annual financial statements for the year ended June 30, 2010 and ending 30 days thereafter. Any unexercised Rights will expire on November 30, 2010.

Under the "Make Good Provision," certain members of Boyuan's management have agreed to deposit into escrow up to 3.5 million common shares (which will be issued upon the conversion of Class A Series 1 preferred shares currently held by certain members of management of Boyuan) equal to the dollar amount of units purchased at closing of the financing. In the event that Boyuan''s financial statements for the fiscal year ending June 30, 2010 reflect less than US$11.5 million of after tax net income, the escrow agent, upon exercise or deemed exercise, of the Rights during the Rights Exercise Period, will transfer to the holder of the Rights for no additional consideration, one Make Good Escrowed Share for each Right exercised by such holder. Following the expiry of the Rights Exercise Period, all shares remaining in escrow will be transferred back to Boyuan's management.

The private placement, which is subject to the completion of definitive documentation and regulatory approval, is expected to close by May 15, 2009. The net proceeds raised by the offering will be used to fund new construction projects, procure additional equipment, meet insurance bonding requirements related to new projects and for general working capital purposes.

About Boyuan Construction Group, Inc.

Based in Jiaxing City, China, Boyuan Construction Group, Inc. is in the business of residential and commercial building construction, municipal infrastructure and engineering projects. In its last three fiscal years ended June 30, 2008, Boyuan completed more than 120 projects for a number of private and public sector clients including Cargill and the Dalian Shide Group, a billion dollar conglomerate whose partners include DuPont, Mitsubishi and GE.

Boyuan's current projects include residential, industrial and mixed-use developments, including a five-star hotel and a project at the Qingshan Nuclear Plant, China's first and largest nuclear facility. From its operating bases in Zhejiang Province and on Hainan Island, Boyuan focuses on construction projects in China's fast-growing regions of the Yangtze River Delta and the city of Sanya.

Caution concerning forward-looking statements

Statements in this news release, which are not purely historical, are forward-looking statements and include any statements regarding beliefs, plans, expectations or intentions regarding the future. It is important to note that actual outcomes and Boyuan's actual results could differ materially from those in such forward-looking statements. Actual results could differ from those projected in any forward-looking statements due to numerous factors. Such factors include, among others: (1) the failure of Boyuan to execute its business plan, (2) the risks arising from Boyuan's operations generally (such as the ability to secure raw materials, arrange for manufactured products on a timely basis, and maintain an adequate workforce), (3) Boyuan's ability to remain competitive as other parties develop and release competitive projects and services, (4) Boyuan's ability to retain the employees necessary to continue research and development of current and new projects and services, (5) the success by Boyuan of the sales of its projects and services, (6) the impact of competitive products on the sales of Boyuan's projects and services, (7) the impact of technology changes on Boyuan's projects and services, (8) Boyuan's reliance on contractual rights such as licenses and leases in the conduct of its business, (9) general economic conditions as they affect Boyuan and its current and prospective customers, (10) the ability of Boyuan to control costs operating, general administrative and other expenses, and (11) insufficient investor interest in the Boyuan's securities which may impact on Boyuan's ability to raise additional financing as required. Actual future results may differ from the anticipated results expressed in the forward-looking statements contained in this press release and Boyuan does not undertake to update this information. Investors are cautioned against placing undue importance on forward-looking information contained herein and should consult Boyuan's disclosure documents filed from time to time on SEDAR and other public filings which contain a more exhaustive analysis of risks and uncertainties connected to Boyuan's business.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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