

**FORM 53-901F (FORMERLY FORM 27) UNDER SECTION 85(1) OF THE *BRITISH COLUMBIA SECURITIES ACT*
FORM 27 UNDER SECTION 146(1) OF THE *ALBERTA SECURITIES ACT*
(INDIVIDUALLY, THE “ACT” AND COLLECTIVELY, THE “SECURITIES ACTS”)**

MATERIAL CHANGE REPORT

Item 1: Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer.

ILI Technologies (2002) Corp. (“ILI”)
101, 30 Glendeer Circle, SE
Calgary, Alberta, T2H 2Z7
Telephone: (403) 543-0060

Item 2: Date of Material Change

October 1, 2003

Item 3: Press Release

The Press Release was disseminated on October 3, 2003, through various approved public media.

Item 4: Summary of Material Change(s)

A summary of the nature and substance of the material change is as follows:

Mark Gustafson resigns as a director of ILI.

Item 5: Full Description of Material Change

Effective October 1st, 2003, Mr. Mark Gustafson resigned from the Board of Directors at ILI Technologies (2002) Corp.. We thank Mr. Gustafson for his valuable assistance over the past years and wish him every success in his current & future endeavors. The Board accepts his resignation with regret.

Item 6: Reliance on Section 85(2)(BC) of the Securities Act (British Columbia) or Section 118(2) of the Securities Act (Alberta)

Not applicable.

Item 7: Omitted Information

Not applicable

Item 8: Senior Officers

The following senior officer of the Issuer is knowledgeable about the material change and may be contacted by the Commission at the following address and telephone number:

Mr. Serge Bonnet, President

Phone: (403) 543-0060

Fax: (403) 543-0069

Item 9: Statement of Senior Officer

The foregoing accurately discloses the material changes referred to herein.

DATED at Calgary, Alberta, this 19th day of January, 2004.

”Signed”

“Serge Bonnet”

Serge Bonnet, President

IT IS AN OFFENCE UNDER THE *SECURITIES ACT* AND THE ALBERTA SECURITIES COMMISSION RULES FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE RULES THAT, AT THE TIME AND IN LIGHT OF CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.