

BERUSCHI & COMPANY

Barristers & Solicitors

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December 11, 2001



Securities & Exchange Commissio..
Division of Corporate Finance
Room 3026 - 450 Fifth Street N.W.
Washington, DC 20549

Attention: Office of International Corporate Finance

Dear Sirs:

**Re: Auterra Ventures Inc. (the "Issuer")
Filing of documents under Section 12g3-2(b),
Securities Act of 1934
File No. 82-4653**

SUPL

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PROCESSED

FEB 06 2002

THOMSON
FINANCIAL

With respect to the Issuer's exemption pursuant to Section 12g3-2(b) of the *Securities Act* of 1934, we submit for recording the following documents that were filed, published or distributed to security holders since October 3, 2001:

- A. Unaudited Financial Statements and accompanying Quarterly Report
 - copy of unaudited financial statements for the period ended August 31, 2001 with relevant Quarterly report on BC Form 51-901F.
- B. Copies of news releases issued during the relevant period.
- C. Copies of BC Form 53-901F (formerly Form 27) filed with the British Columbia and Alberta Securities Commissions.

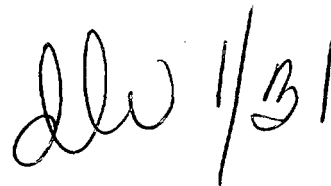
Please acknowledge receipt of these documents on the enclosed copy of this letter and return it in the enclosed self-addressed envelope.

Sincerely,

BERUSCHI & COMPANY

PER: 

GWEN WEGNER
Paralegal



Enclosures

QUARTERLY REPORT

Incorporated as part of: Schedule A

Schedule B & C

ISSUER DETAILS

NAME OF ISSUER: AUTERRA VENTURES INC.
 ISSUER ADDRESS: # 501-905 West Pender Street, Vancouver, BC V6C 1L6
 ISSUER TELEPHONE NUMBER: (604) 669-5819
 CONTACT PERSON: Raymond Roland
 CONTACT POSITION: President
 CONTACT TELEPHONE NUMBER: (604) 669-5819
 CONTACT EMAIL ADDRESS: news@auterraventures.com
 WEB SITE ADDRESS: www.auterraventures.com
 FOR QUARTER ENDED: August 31, 2001
 DATE OF REPORT: November 13, 2001

CERTIFICATE

THE SCHEDULE(S) REQUIRED TO COMPLETE THIS QUARTERLY REPORT ARE ATTACHED AND THE DISCLOSURE CONTAINED THEREIN HAS BEEN APPROVED BY THE BOARD OF DIRECTORS. A COPY OF THIS QUARTERLY REPORT WILL BE PROVIDED TO ANY SHAREHOLDER WHO REQUESTS IT. PLEASE NOTE THIS FORM IS INCORPORATED AS PART OF BOTH THE REQUIRED FILING OF SCHEDULE A AND SCHEDULES B & C.

RAYMOND ROLAND "Raymond Roland" 11/13/2001
 Name of Director Date Signed
 VIC BERAR "Vic Berar" 11/13/2001
 Name of Director Date Signed

82-4653

AUTERRA VENTURES INC.
 QUARTERLY REPORT
 AUGUST 31, 2001

Schedule A: Financial Information
 - See consolidated financial statements attached

Schedule B: Supplementary Information
 1. Analysis of expenses and deferred costs

For the current fiscal year-to-date:

- General and Administrative
- See financial statements attached
- Deferred exploration costs:
- See financial statements attached
- 2. Related party transactions
- See Note 4 to the financial statements attached

3. Summary of securities issued and options granted during the quarter:

- a) Securities issued during the quarter ended August 31, 2001: Nil
- b) Options granted during the quarter ended August 31, 2001: Nil

4. Summary of securities as at the end of the reporting period:

- a) Authorized share capital - 50,000,000 common shares without par value.
- b) A total of 7,844,423 shares have been issued for a total of \$2,334,934.
- c) Options, warrants and convertible securities outstanding as of August 31, 2001:

Type of Security	Number or Amount	Exercise or Conversion Price	Expiry Date
Options	20,000	\$0.15	December 31, 2001
Options	366,000	\$0.15	February 2, 2002
Options	388,442	\$0.225	October 3, 2002
Warrants	266,667	\$0.175	January 18, 2002
	3,333,333	\$0.18	May 5, 2002

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Schedule B: Supplementary Information - Page 2

5. List of directors and officers as of November 13, 2001:

R.Roland	Director/President
T. Torrance	Director
L. Drinovz	Director
V. Betar	Director
D. Beruschi	Corporate Secretary

Schedule C: Management Discussion

- See Attached

NATURE OF BUSINESS AND LIQUIDITY

Auterra Ventures Inc. is a venture capital company with a mineral exploration business. As all of Auterra's mineral property interests are in the exploration stage, it has no current operating income or cash flow.

RESULTS OF OPERATIONS

Auterra incurred a net loss of \$59,392 for the six month period ended August 31, 2001 as compared to a loss of \$127,817 for the comparative period in 2000.

RESOURCE PROPERTY INTERESTS

Cairn Gold Properties—British Columbia, Canada

The Cairn Property consists of 4 Crown Granted Mineral Claims covering a total of 83.2 hectares. The Cairns Property is located approximately 4 km west of the Kemess North Gold/Copper Deposit and 8 km northwest of the Kemess South Copper/Gold Mine in the Toodoggone Mining District of north-central British Columbia. The Kemess North Deposit is now reportedly held by Northgate Exploration Ltd. The Kemess Mine was formerly owned by Royal Oak Mines. The Cairn Property is considered to be highly prospective for gold-copper mineralization similar to the Kemess North Deposit. Royal Oak Mines attempted to acquire an interest in the Cairn Property in 1999. Negotiations with Royal Oak Mines were terminated when Royal Oak was unable to meet with Auterra's terms.

In August 1999, Auterra entered into a joint venture agreement with Cora Resources Ltd. for the joint venture development of the Cairn Property. The joint venture provides that upon Cora expending \$300,000 in exploration and development costs over a 3-year period it will earn a 50% interest in the Cairn Property.

Castle Mountain Property – North Toodoggone, British Columbia, Canada

The Castle Mountain Copper, Silver, Lead, Zinc Property consists of 4 Crown Granted Mineral Claims totalling approximately 83 hectares and is located in the Toodoggone Mining District approximately 1km south of the former Baker Mine. The Castle Mountain Property is located near several significant mineral deposits including the

**Auterra Ventures Inc.
Quarterly Report**

August 31, 2001

Shastra Deposit and the Lawyers Deposit. The Castle Mountain Property is believed to have significant potential as a polymetallic carbonate replacement (skarn) exploration target, as well as an industrial mineral (limestone) producer.

Golden Eagle Gold Property—Vancouver Island, British Columbia, Canada

The Golden Eagle Gold Property is a Crown Granted Mineral Claim totalling 20.9 hectares located in the Headwater area of China Creek approximately 21 km southeast of Port Alberni on Vancouver Island. The area contains various mineral occurrences and many past-producing gold mines. The Golden Eagle Gold Property covers several historical and recently discovered gold bearing quartz veins with high gold values. Based on these favourable historical and recent exploration results, Auterra believes that the Golden Eagle Gold Property has the potential to host a structurally controlled, vein hosted gold deposit.

Auterra holds three additional Crown Granted Mineral Claims also located on Vancouver Island. These three claim groups total 58.35 hectares and are currently in the grassroots stage of exploration.

AR Platinum Palladium Property—Yukon, Canada

The AR Platinum Palladium Property consists of 61 claim units located on the eastern slopes of the Klumane Range, in south-western Yukon. The AR Platinum Palladium Property is in the Wrangella Terrane which is also known as the Klumane Mafic - Ultramafic Belt. It is known to contain mafic-ultramafic intrusions containing Platinum Group Elements (PGE), copper and nickel mineralization. Geologists believe the AR Property to be an excellent exploration target with the potential to host an economic PGE deposit.

The Klumane Mafic-Ultramafic Belt contains PGE mineralization such as the Wellgreen and the Linda PGE-Ni-Cu Deposits. The Wellgreen and the Linda PGE-Ni-Cu Deposits are situated within the Klumane Mafic-Ultramafic Belt.

In September 2000 Auterra entered into a joint venture agreement with Cabin Creek Resource Management Inc., a private company, to acquire an interest in the AR Platinum Palladium Property. Under the joint venture agreement, Auterra has the right to earn a 70% undivided interest in the AR Property by making cash payments to Cabin Creek totalling \$185,000 over a 5-year period, and issuing 100,000 common shares of Auterra. Auterra must also fund exploration costs of \$250,000 over a period of 5-years.

**Auterra Ventures Inc.
Quarterly Report**

August 31, 2001

Haines Gabbro Platinum Palladium Property—Ontario, Canada

During the six months ended August 31, 2001, the Company advanced a total of \$83,594 with respect to exploration and property costs regarding the Haines Gabbro Mineral Property. By letter dated May 25, 2001, between the Company and LMX, LMX agreed

to assign its 50% interest in the Haines Gabbro Mineral Company Property to the Company.

LMX failed to complete the anticipated formal agreement. Accordingly, the Company considers the agreement repudiated by LMX, has demanded repayment of the advance and is seeking legal recourse to recover the funds.

MANAGEMENT

Messrs. R. Roland, V. Berar, T. Torrance, and S. Kenwood P. Geo, are Directors of Auterra. Mr. Roland is President and Chief Executive Officer.

INVESTOR RELATIONS ACTIVITIES

Auterra Ventures Inc. has entered into an agreement with Ms. S. Haywood to provide corporate public relation services to Auterra on month-to-month basis. The agreement is subject to Canadian Venture Exchange acceptance for filing.

OUTLOOK

Auterra is actively pursuing the possible further joint venture of its Cairn Gold Property with a mining company and has begun discussions relating thereto. The Cairn Gold Property has received considerable interest following recent exploration by Northgate Exploration. Auterra is actively exploring its AR Platinum Palladium Property in the Whitehorse mining district. The AR Property has received interest from several public and private companies interested in the joint development of the properties.

AUTERRA VENTURES INC.

BALANCE SHEETS

May 31, 2001, and February 28, 2001

(Unaudited - Prepared by Management)

	<u>August 31, 2001</u>	<u>February 28, 2001</u>
ASSETS		
Current Assets		
Cash	\$ 11,002	\$ 52,915
Cash - restricted	-	44,820
Cash in trust	946	32,000
Account receivable	4,517	17,373
Mineral exploration tax credit recoverable	7,926	7,926
Prepaid expenses	24,275	25,025
Marketable securities	<u>4,000</u>	<u>4,000</u>
	53,901	184,059
Capital Assets		
Mineral Properties, including deferred costs	14,088	15,414
Mineral Property advance - Note 3	333,619	322,802
	<u>83,594</u>	-
	\$ <u>483,967</u>	\$ <u>522,275</u>

AUTERRA VENTURES INC.
FINANCIAL STATEMENTS

August 31, 2001 and 2000

(Unaudited - Prepared by Management)

LIABILITIES

Current Liabilities		
Accounts payable and accrued liabilities	\$ 209,883	\$ 188,799
Loan Payable (Note 2)	<u>7,083</u>	<u>7,083</u>
	216,966	195,882

SHAREHOLDERS' EQUITY (DEFICIENCY)

Share Capital (Note 4)	2,334,934	2,334,934
Deficit	<u>(2,067,933)</u>	<u>(2,008,541)</u>
	267,001	326,393
	\$ <u>483,967</u>	\$ <u>522,275</u>

Approved on Behalf of the Board:

"Raymond Roland"

Director

"Vic Berar"

Director

The accompanying notes are an integral part of these financial statements.

AUTERRA VENTURES INC.

STATEMENT OF OPERATIONS AND DEFICIT

for the three and six months ended August 31, 2001, and 2000
(Unaudited - Prepared by Management)

	YEAR-TO-DATE		2 nd QUARTER	
	2001	2000	2001	2000
General and Administrative Expenses				
Amortization	\$ 1,506	\$ -	\$ 744	\$ -
Consulting	1,250	-	1,250	-
Management fees	15,000	15,000	7,500	7,500
Office and miscellaneous	4,295	8,177	2,025	5,601
Professional fees, interest	26,032	85,813	18,133	75,707
Rent	7,200	7,200	3,600	3,600
Transfer agent and filing fees	3,645	8,724	2,665	3,622
Travel, promotion and auto	1,245	1,299	21	679
Loss before other items	60,173	126,213	35,938	96,709
Other items:				
Interest income	(781)	(1,085)	(66)	(944)
Interest on long term debt	-	2,067	-	-
Property examination costs	-	622	-	412
Net loss for the period	59,392	127,817	35,872	96,177
Deficit, beginning of the period	2,008,541	1,784,874	2,032,061	1,816,514
Deficit, end of the period	\$ 2,067,933	1,912,691	\$ 2,067,933	1,912,691
Loss per share	\$ 0.01	\$ 0.02	\$ 0.004	\$ 0.01

The accompanying notes are an integral part of these financial statements.

AUTERRA VENTURES INC.

STATEMENT OF CASH FLOWS

for the three and six months ended August 31, 2001 and 2000
(Unaudited - Prepared by Management)

	YEAR-TO-DATE		2 nd QUARTER	
	2001	2000	2001	2000
Operating Activities				
Net loss for the period	\$ (59,392)	\$ (127,817)	\$ (35,872)	\$ (96,177)
Add (deduct) items not affecting cash:				
Amortization	1,506	-	744	-
Changes in non-cash working capital balances related to operations:				
Accounts receivable and prepaid expenses	13,606	32,320	14,437	14,533
Accounts payable	13,158	(273,319)	(9,500)	(242,938)
	(31,122)	(368,816)	(30,191)	(324,582)
Investing Activities				
Acquisition costs of mineral properties	-	(25,000)	-	(25,000)
Deferred exploration and development costs, net of mineral exploration tax credit	(2,891)	(308)	7,926	(308)
Mineral property advance	(83,594)	-	(68,594)	-
Purchase of capital assets	(180)	-	-	-
	(86,665)	(25,308)	(60,668)	(25,308)
Financing Activities				
Common shares issued for cash	-	709,100	-	(20,900)
Loan payable	-	2,067	-	-
	-	711,167	-	(20,900)
Increase (decrease) in cash during the period	(117,787)	317,043	(90,859)	(370,790)
Cash, beginning of period	129,735	15,939	102,807	703,772
Cash, end of the period	\$ 11,948	\$ 332,982	\$ 11,948	\$ 332,982
Cash and term deposit consists of:				
Cash	\$ 11,002	\$ 185,482	\$ 11,002	\$ 185,482
Cash - restricted	-	100,000	-	100,000
Cash in trust	946	47,500	946	47,500
	\$ 11,948	\$ 332,982	\$ 11,948	\$ 332,982

The accompanying notes are an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
for the six months ended August 31, 2001 and 2000
(Unaudited - Prepared by Management)

1. CONTINUED OPERATIONS

While the information presented in the accompanying financial statements is unaudited, it includes all adjustments, which are, in the opinion of management, necessary to present fairly the financial position, results of operations and cash flows for the interim period presented. It is suggested that these financial statements be read in conjunction with the Company's annual February 28, 2001 audited financial statements.

2. LOAN PAYABLE

The loan payable was unsecured and bore interest at the rate of eight percent (8%) per annum, compounded semi-annually, not in advance. The loan principal was repaid during the year ended February 28, 2001.

	Balance February 28, 2001 and August 31, 2001	Balance February 29, 2000
Principal	\$ 7,083	\$ 100,000
Accrued interest	\$ 7,083	3,350
	<u>\$ 103,350</u>	

In consideration of the loan, the Company has agreed to issue 266,667 share purchase warrants. Each warrant is exercisable to acquire one (1) additional share of the Company's capital stock at a price of \$0.175 per share on or before January 18, 2002.

3. MINERAL PROPERTY ADVANCE

During the six months ended August 31, 2001, the Company advanced a total of \$83,594 with respect to exploration and property costs regarding the Haines Gabbro mineral property. By letter agreement dated May 25, 2001, between the company and LMX Resources Inc. ("LMX"), LMX agreed to assign its 50% interest in the property to the Company. LMX failed to complete the anticipated formal agreement. Accordingly, the Company considers the agreement repudiated by LMX, has demanded repayment of the advance and is seeking legal recourse to recover the funds.

NOTES TO THE FINANCIAL STATEMENTS
for the six months ended August 31, 2001 and 2000
(Unaudited - Prepared by Management)

4. SHARE CAPITAL

The authorized share capital of the Company is 50,000,000 shares without par value.

The Company has issued shares of its capital stock as follows:

	Number of Shares	Amount \$
Balance, February 29, 2000	3,921,090	\$ 1,603,334
Shares issued for:		
Cash	3,823,333	709,100
Mineral properties	100,000	22,500
Balance, February 28, 2001 and August 31, 2001	<u>7,844,423</u>	<u>\$ 2,334,934</u>

Stock Options:

At August 31, 2001 the following share purchase options were outstanding entitling the holder to purchase one common share for each option held:

	2001		2000	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Options outstanding, beginning of period	774,442	\$ 0.19	386,000	\$ 0.15
Options outstanding, end of the period	<u>744,442</u>	<u>\$ 0.19</u>	<u>386,000</u>	<u>\$ 0.15</u>

At August 31, 2001, the Company has outstanding stock options exercisable to acquire 744,442 shares as follows:

Number of Shares	Price	Expiry Date
20,000	\$0.15	December 13, 2001
366,000	\$0.15	February 2, 2002
388,442	\$0.225	October 3, 2002
<u>744,442</u>		

AUTERRA VENTURES INC.

NOTES TO THE FINANCIAL STATEMENTS

for the six months ended August 31, 2001 and 2000
(Unaudited - Prepared by Management)

4. SHARE CAPITAL - CONT'D

Warrants:

At August 31, 2001 the following share purchase warrants were outstanding entitling the holder to purchase one common share for each warrant held:

Number of Shares	Price	Expiry Date
266,667	\$0.175	January 18, 2002
3,333,333	\$0.18	May 5, 2002
<u>3,600,000</u>		

5. RELATED PARTY TRANSACTIONS

- a) Management fees of \$15,000 (2000 - \$15,000) were incurred with a corporation controlled by the President of the Company. An amount of \$10,700 (2000 - \$1,140) remains as an account payable.
- b) Rent of \$7,200 (2000 - \$7,200), and interest of \$1,709 (2000 - \$2,697) were incurred with corporation controlled by an Officer of the Company. An amount of \$6,723 (2000 - \$4,606) remains as an account payable.
- c) Legal fees and disbursements of \$6,291 (2000 - \$67,982) and interest of \$1,010 (2000 - \$4,644) were incurred with a law firm in which a partner is related to an Officer of the Company. An amount of \$4,694 (2000 - \$42,982) remains as an account payable.

AUTERRA VENTURES INC.

501 - 905 West Pender Street
Vancouver, B.C. V6C 1L6
Telephone: (604) 682-7159
Facsimile: (604) 669-5886

Trading Symbol: AUW
October 4, 2001

12g3-2(b): 82-4653
Standard & Poor's Listed

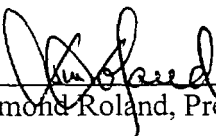
NEWS RELEASE

Auterra Ventures Inc. ("Auterra") is pleased to announce that it has entered into an agreement with Sarah Haywood of Vancouver, British Columbia, whereby Ms. Haywood will provide corporate public relations services to Auterra on a month-to-month basis. Auterra will pay a monthly remuneration of \$2,500 to Ms. Haywood.

The agreement is subject to Canadian Venture Exchange acceptance for filing.

AUTERRA VENTURES INC.

Per:



Raymond Roland, President

The Canadian Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this News Release

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AUTERRA VENTURES INC.

501 - 905 West Pender Street
Vancouver, B.C. V6C 1L6
Telephone: (604) 682-7159
Facsimile: (604) 669-5886

Trading Symbol: AUW
November 16, 2001

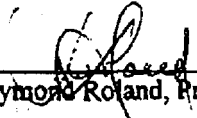
12g3-2(b): 82-4653
Standard & Poor's Listed

NEWS RELEASE

Auterra Ventures Inc. ("Auterra") is pleased to announce that its unaudited interim financial statements for the period ended August 31, 2001 have been filed. Auterra incurred a net loss of \$59,392 for the six-month period ended August 31, 2001 as compared to a loss of \$ 127,817 for the comparative period in 2000.

Auterra also announces that it is not proceeding with the acquisition of an interest in the Haines-Gabbro property as previously announced. LMX Resources Ltd. repudiated the agreement. Auterra is seeking recovery of the \$83,594.27 in expenses incurred with respect to the property.

AUTERRA VENTURES INC.

Per: 
Raymond Roland, President

The Canadian Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this News Release

AUTERRA VENTURES INC.

CORA RESOURCES LTD.

Trading Symbol: AUW
12g3-2(b): 82-4653
Standard & Poor's Listed
Website: www.auterraventures.com
E-mail: ir@auterraventures.com

Trading Symbol: KRA
12g3-2(b): 82-4571
Standard & Poor's Listed
Website: www.coraresources.com
E-mail: ir@coraresources.com

December 7, 2001

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**CAIRN GOLD-COPPER PROPERTY NEAR KEMESS
GOLD-COPPER MINE ATTRACTS INTEREST**

Auterra owns the Cairn gold, silver and copper Property located near Northgate Exploration's Kemess gold-copper Mine in the Toodoggone mining area of north central British Columbia. Royal Oak Mines was the Kemess Mine's former operator. Northgate Exploration has been conducting a major exploration program in the vicinity of the mine at the Kemess North Project.

Royal Oak Mines wanted to acquire an interest in the Cairn Property from Auterra but were unable to meet Auterra's terms.

The Cairn Property is considered to be highly prospective for gold-silver-copper-zinc. The Kemess North Project is approximately 7 km north of the Kemess Mine.

Northgate Exploration recently announced results from their drill program at the Kemess North Project where significant copper and gold values were intersected over considerable intervals. One drill intercept encountered 248 metres of 0.40% copper and 0.91 grams per ton gold including an interval of 100 metres of 0.60% copper and 1.54 grams per ton gold.

These very encouraging exploration results emphasize the area's potential.

Exploration work on the Cairn Property shows the property's potential to host polymetallic skarn deposits of copper, gold, silver and zinc. Copper values from chip samples collected from the property assayed up to 6.9% copper whereas copper values from grab samples assayed as high as 5.6% copper. Zinc values from chip samples collected assayed up to 1.36% zinc whereas zinc values from grab samples assayed as high as 5.6% zinc.

Northgate Exploration has contacted Auterra, expressing interest in the Cairn Property. The companies have signed a confidentiality agreement.

Cora Resources holds an option to acquire a 50% interest in the Cairn Property. To earn its

interest, Cora must expend \$300,000 in exploration expenditures by August 5, 2002. Cora and Auterra are currently finalizing a revised option agreement respecting the Cairn Property.

The Cairn Property is located approximately 8 km northwest of the Kemess South Mine and 4 km west of the Kemess North Project and consists of 4 crown granted mineral claims containing a total of 83.2 hectares.

AUTERRA VENTURES INC.

CORA RESOURCES LTD.

per: "Raymond Roland"
Raymond Roland, President

per: "Douglas B. Brooks"
Douglas B. Brooks, President

The Canadian Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this News Release

BC FORM 53-901F

*SECURITIES ACT***MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE B.C. SECURITIES ACT AND 118(1) OF THE ALBERTA SECURITIES ACT**

02 JAN 25 AM 8:27

Item 1. Reporting Issuer

Auterra Ventures Inc.
501 - 905 West Pender Street
Vancouver, BC V6C 1L6

Item 2. Date of Material Change

October 4, 2001

Item 3. Press Release

Press Release dated October 4, 2001 and disseminated to the Vancouver Stockwatch Magazine, B.C. Securities Commission, Alberta Securities Commission and Market News Publishing.

Place of Issuance: Vancouver, British Columbia.

Item 4. Summary of Material Change

The Issuer has entered into an agreement for the provision of corporate public relations services to the Issuer.

Item 5. Full Description of Material Change

The Issuer announces that it has entered into an agreement with Sarah Haywood of Vancouver, British Columbia, whereby Ms. Haywood will provide corporate public relations services to the Issuer on a month-to-month basis. The Issuer will pay a monthly remuneration of \$2,500 to Ms. Haywood.

The agreement is subject to Canadian Venture Exchange acceptance for filing.

Item 6. Reliance on Section 85(2) of the B.C. Act and 118(2) of the Alberta Act

The Issuer is not relying on Section 85(2) of the B.C. Act or 118(2) of the Alberta Act.

2

Item 7. Omitted Information

There is no omitted information.

Item 8. Senior Officers

Raymond Roland, President - (604) 682-7159.

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at the City of Vancouver, in the Province of British Columbia, this 15th day of October, 2001.


Raymond Roland, President

BC FORM 53-901F

*SECURITIES ACT***MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE B.C. SECURITIES ACT AND 118(1) OF THE ALBERTA SECURITIES ACT****Item 1. Reporting Issuer**

Auterra Ventures Inc.
501 - 905 West Pender Street
Vancouver, BC V6C 1L6

Item 2. Date of Material Change

November 16, 2001

Item 3. Press Release

Press Release dated November 16, 2001 and disseminated to the Vancouver Stockwatch Magazine, B.C. Securities Commission, Alberta Securities Commission and Market News Publishing.

Place of Issuance: Vancouver, British Columbia.

Item 4. Summary of Material Change

The Issuer announces filing of financial statements, summarizes financial results and announces that it is not proceeding with the acquisition of an interest in the Haines-Gabbro property.

Item 5. Full Description of Material Change

The Issuer announces that its unaudited interim financial statements for the period ended August 31, 2001 have been filed. The Issuer incurred a net loss of \$59,392 for the six-month period ended August 31, 2001 as compared to a loss of \$ 127,817 for the comparative period in 2000.

The Issuer also announces that it is not proceeding with the acquisition of an interest in the Haines-Gabbro property as previously announced. LMX Resources Ltd. repudiated the agreement. The Issuer is seeking recovery of the \$83,594.27 in expenses incurred with respect to the property.

Item 6. Reliance on Section 85(2) of the B.C. Act and 118(2) of the Alberta Act

The Issuer is not relying on Section 85(2) of the B.C. Act or 118(2) of the Alberta

Act.

Item 7. Omitted Information

There is no omitted information.

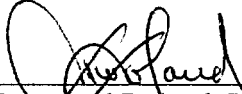
Item 8. Senior Officers

Raymond Roland, President - (604) 669-5819.

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at the City of Vancouver, in the Province of British Columbia, this 26th day of November, 2001.



Raymond Roland, President