

FORM 27
SECURITIES ACT, S.B.C. 1985

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. Reporting Issuer

Consolidated Magna Ventures Ltd. (“Magna” or the “Company”)
800 - 850 West Hastings St.
Vancouver, BC
V6C 1E1

Item 2. Date of Material Change

October 5, 2000

Item 3. Press Release

The press release was issued October 10, 2000.

Item 4. Summary of Material Change

On October 5, 2000 the Company signed a Letter Agreement to acquire 100% of the issued and outstanding shares of PODbook.com Ltd. (PODbook), a Vancouver-based private company registered in the Province of British Columbia. PODbook provides Internet-based print-related services including Digital Asset Management and Print On Demand (POD).

Item 5. Full Description of Material Change

On October 5, 2000 the Company signed a Letter Agreement to acquire 100% of the issued and outstanding shares of PODbook.com Ltd. (PODbook), a Vancouver-based private company registered in the Province of British Columbia. The proposed arms length transaction constitutes a Change Of Business (COB) under the regulations of the Canadian Venture Exchange (CDNX).

PODbook provides Internet-based print-related services including Digital Asset Management and Print On Demand (POD). As part of the current COB transaction, Mr. Daniel Walters will be appointed to Magna’s Board of Directors. No other additions to Magna’s Board are proposed at this time.

Mr. Walters has recently developed a system of file encoding, called *Skinny PostScript™*, whereby image files are reduced in size by a factor of 60-100 times without any loss of quality. As a result, PODbook can reduce, store and edit on the Internet, e-mail and print huge graphic files that would otherwise have to be couriered via diskette or CD. PODbook also entered into a strategic alliance with Data Business Forms (Data), a subsidiary of US based Workflow Management, Inc.

The agreement with PODbook calls for Magna to acquire an undivided 100% interest in PODbook in exchange for the issuance of 6,000,000 common shares of Magna to the shareholders of PODbook. Such issuance may be subject to escrow or other restrictions, imposed by the British Columbia Securities Commission and/or the Canadian Venture Exchange. A cash payment of CDN\$75,000 has also been made to PODbook at the time of signing of the Letter of Intent, with this amount to be considered as a forgivable loan towards working capital. Should the transaction not be completed for any reason, this sum is to be repaid with interest or converted into an equity interest in PODbook, at Magna's option.

Magna is considering a financing pursuant to the return to trading, however the amount and pricing have not yet been finalized. As PODbook's business is not capital-intensive, initial funds raised will be used primarily to add to the company's staff and office infrastructure. Magna currently has working capital of about \$400,000.

Completion of the transaction is subject to a number of conditions, including but not limited to, Canadian Venture Exchange acceptance and disinterested shareholder approval. The transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Item 6. Reliance on Section 85(2) of the Act

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

For further information contact Stewart Lockwood, Secretary/Corporate Counsel at 685-9700.

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, BC this 23th day of October, 2000.

“Stewart L. Lockwood”
Stewart L. Lockwood
Secretary/Corporate Counsel