

This is the form of material change report required under section 85(1) of the *Securities Act* and section 151 of the Securities Rules.

FORM 27

Securities Act

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

Item 1. Reporting Issuer

DIGITAL VENTURES INC.
Suite 1150, Marine Building
355 Burrard Street
Vancouver, British Columbia, V6C 2G8

Item 2. Date of Material Change

August 1, 2000

Item 3. Press Release

August 1, 2000 in Vancouver, British Columbia

Item 4. Summary of Material Change

Effective August 1, 2000, the Company granted directors and employee stock options entitling them to purchase up to 196,800 common shares in the capital stock of the Company, at a price of \$0.25 per share.

Item 5. Full Description of Material Change

Effective August 1, 2000, the Company granted directors and employee stock options entitling them to purchase up to 196,800 common shares in the capital stock of the Company, at a price of \$0.25 per share. These options are exercisable up to the close of business on July 31, 2001.

The exercise price is the discounted market price. Any shares issued under this option will be legended with a four month exchange hold period from the date of granting the options, August 1, 2000.

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

N/A

Item 7. Omitted Information

N/A

Item 8. Senior Officers

Marshall Bertram, President
(604) 685-0607

Harold Gershuny, Corporate Secretary
(604) 681-9300

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated this 4th day of August, 2000

"Marshall Bertram"
(signature)

Marshall Bertram
Name

President
Position

Vancouver, British Columbia
Place of Declaration