

This is the form of a 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**

Note: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

Note: Every report required to be filed under section 85(1) of the Securities Act and section 151 of the Securities Rules shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure."

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL SECTION 85", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL."

Item 1. Reporting Issuer

Cosworth Minerals Ltd. (the "Company")

#450 - 800 West Pender Street
Vancouver, B.C. V6C 2V6

Telephone: (604) 688-6577

Item 2. Date of Material Change

August 1, 2000

Item 3. Press Release

August 1, 2000

Item 4. Summary of Material Change

Cosworth Minerals Ltd. announced it has entered into an agreement dated July 27, 2000 with ZooLink Communications Ltd. (ZooLink), whereby the Company has agreed to purchase all of the issued and outstanding shares of ZooLink.

Item 5. Full Description of Material Change

See attached News Release dated August 1, 2000.

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

Not Applicable

Item 7. Omitted Information

Not Applicable

Item 8. Senior Officers

David J. Wizinsky, President
#450 - 800 West Pender Street
Vancouver, B.C. V6C 2V6

Telephone: (604) 688-6577

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED this 1st day of August, 2000.

(signed) "David J. Wizinsky"

(signature)

David J. Wizinsky

(Name)

President & Director

(Position)

Vancouver, British Columbia

(Place of Declaration)