BC FORM 53-901F

Securities Act (British Columbia)
MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

1. Reporting Issuer

C Squared Developments Inc. (the "Company")
735 – 1489 Marine Drive
West Vancouver, B.C. V7T 1B8

Telephone: (604) 913-0613

2. Date of Material Change

February 14, 2002

3. Press Release

A news release was issued on February 14, 2002, and disseminated through the facilities of Canada Stockwatch and Market News.

4. Summary of Material Change(s)

The Company and Georgia Ventures Inc. have formed a syndicate to explore 900 mineral claims covering approximately 100,000 acres in the Otish Mountain Area of Quebec.

5. Full Description of Material Change(s)

See attached news release.

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

Not Applicable

7. Omitted Information

Not Applicable

8. Senior Officer

Jonathan George
Telephone: (604) 913-0613

9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 15th day of February, 2002.

C SQUARED DEVELOPMENTS INC.
Per:

"Jonathan George"

Jonathan George, President

GEORGIA VENTURES INC.
(GVI.V)

C SQUARED DEVELOPMENTS INC.
(SQD.V)

NEWS RELEASE

FEBRUARY 14, 2002

The companies announce that they have formed a syndicate to explore 900 mineral claims covering approximately 100,000 acres, in the Otish Mountain Area of Quebec (see attached map).

The syndicate's claims (50% GVI, 50% SQD) are located twenty miles north-northwest of two diamondiferous kimberlite pipes discovered recently by Ashton Mining of Canada, and SOQUEM.

The claims were applied for based on their proximity to this new discovery, and their location relative to a northwest striking shear zone considered promising for kimberlite emplacement.

To further assess the property's potential, a program of airborne geophysics followed up by geochemical sampling will be undertaken as soon as feasible.

In consideration for obtaining the claims, C Squared will pay a fee of 10% above staking costs and issue 200,000 shares to an arm's length party. Georgia Ventures will pay a fee of 10% above staking costs, and issue 100,000 shares to the same arm's length party. These share issuances are subject to regulatory approval.

ON BEHALF OF:

GEORGIA VENTURES INC.	C SQUARED DEVELOPMENTS INC.
Randy Butchard, President 1-866-453-8888	Jonathan George, President 604-913-0613