

This is the form of material change report required under Section 85(1) of the Securities Act.

FORM 27

SECURITIES ACT

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

1. Reporting Issuer

Discovery-Corp Enterprises Inc.
701-888 Homer Street
Vancouver, BC
V6B 2V2

2. Date of Material Change

September 30, 2001

3. Press Release

October 12, 2001

4. Summary of Material Change

The Company announces that Iain Brown has resigned as President and Director of the Company. The Company has appointed Alex Pannu as the President of the Company and Scott Lee as a director.

5. Full Description of Material Change

The Company announces that Iain Brown has resigned as President and Director of the Company. The Company has appointed Alex Pannu as the President of the Company and Scott Lee as a director.

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

N/A

7. Omitted Information

N/A

8. Senior Officers

Contact Person: Alex Pannu
Business Telephone: 604-683-6960

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, B.C. this 17th day of October 2001.

DISCOVERY-CORP ENTERPRISES INC.

Per: "Alex G. Pannu"
Alex G. Pannu, Director
(Name & Title of Signatory)