

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.
701-318 Homer Street
Vancouver, BC
V6B 2V2

2. Date of Material Change

January 21, 2002

3. Press Release

January 21, 2002

4. Summary of Material Change

Discovery-Corp Enterprises Inc. ("Discovery") reports the signing of agreements with Teck Cominco Limited ("Teck") and Abacus Mining and Exploration Corp. ("Abacus") with respect to Discovery's existing joint venture agreement with Teck on the Rainbow group of claims located contiguous with the old Afton Mine site in the Iron Mask Batholith, Kamloops Mining District, British Columbia.

5. Full Description of Material Change

The Rainbow property is the subject of an existing joint venture agreement between Teck (70%) and Discovery (30%). Discovery has agreed to allow Abacus to earn Teck's 70% interest in the Rainbow joint venture by paying Discovery 100,000 shares of their stock and spending \$1,000,000 on exploration of the property within four years. The agreement also stipulates that Abacus must spend \$150,000 within the first year. During this agreement Discovery's 30% interest in the Rainbow will be carried by Abacus with no dilution to Discovery. If for any reason Abacus elects not to complete their commitment within the allotted time frame, Teck has agreed to allow Discovery to earn Teck's 70% interest in the Rainbow on the same terms as in their agreement with Abacus.

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 23rd day of January 2002.

DISCOVERY-CORP ENTERPRISES INC.

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