# FORM 27

This is the form of a material change report required under Section 67(1) of the *Securities Act* (British Columbia).

## FORM 27

## SECURITIES ACT

## MATERIAL CHANGE REPORT UNDER SECTION 67(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 67(1) of the Act 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 67", 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

**THORNECLIFF VENTURES LIMITED**
Suite 101, 1525 Bellevue Avenue
West Vancouver, British Columbia
V7V 1A6
(the "*Company*").

Item 2. Date of Material Change

November 23, 2000.

Item 3. Press Release

A press release was issued on November 23, 2000 through the services of the Canada Stockwatch Magazine, George Cross Newsletter and Market News.

Item 4. Summary of Material Change

See the attached news release of the Company dated November 23, 2000.

Item 5. Full Description of Material Change

See the attached news release of the Company dated November 23, 2000.

Item 6. Reliance on Section 67(2) of the Act

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

Kevin Winter, the Secretary, Chief Financial Officer and a Director of the Company, may be contacted at (441) 292-5000.

Item 9. Statement of Senior Officer

I, Kevin Winter, the Secretary, Chief Financial Officer and a Director of the Company, hereby certify that the foregoing accurately discloses the material change referred to herein.

Dated at Pembroke, Bermuda, on this 23rd day of November, 2000.

"*Kevin Winter*"

**Kevin Winter**
Secretary, CFO and a Director

{G:\2588\011\Form273.doc}

("*eMobile*")

#206 – 10711 Cambie Road
Richmond, British Columbia
V6X 3G5
Telephone: (604) 279-9958
Facsimile: (604) 279-9957

THORNECLIFF VENTURES LIMITED

("*Thornecliff*")

Suite 101, 1525 Bellevue Avenue
West Vancouver, British Columbia
V7V 1A6
Telephone: (604) 926-6363
Facsimile: (604) 926-6332
Ticker Symbol: "THN"

Joint News Release

Dated: November 23, 2000

---

## INVESTOR COMMUNICATIONS SERVICES AGREEMENT

Mr. Marc Jones, the President, CEO and a director of eMobile, together with Mr. Kevin Winter, the Secretary, CFO and a director of Thornecliff, report jointly as follows:

eMobile and Thornecliff are pleased to announce that each company has today entered into an "Investor Communications Services Agreement" (the "*Agreement*"), with each of Tiger Capital Corporation ("*Tiger Capital*") and Mr. Trevor Burns (collectively, the "*Consultant*") in this matter, pursuant to which Thornecliff has retained the Consultant to provide certain investor communications services to each company in accordance with the terms and conditions of the Agreement.

eMobile and Thornecliff are informed that Tiger Capital, which is owned and controlled by Mr. Burns, is a non-reporting investor communications and relations company incorporated under the laws of Ontario and which specializes, among other matters, in introducing reporting companies to retail brokers, institutional investors and analysts in Canada and, furthermore, and through its ownership in and association with "www.stockclubz.com", will also provide each of eMobile and Thornecliff with a "fan club" site enabling shareholders and potential investors to communicate amongst themselves and access company information (collectively, the "*Services*").

In accordance with the terms and conditions of the Agreement the Company has agreed to retain the Consultant to provide the Services for an initial term of three months commencing immediately, and renewable on a monthly basis thereafter, at a monthly fee of $4,000 plus applicable GST, together with the reimbursement to the Consultant of any pre-approved expenses reasonably incurred on behalf of the Company by the Consultant during the initial term and during the continuance of the Agreement.

No securities of either eMobile or Thornecliff are issuable to the Consultant for the provision of Services provided under the Agreement, and eMobile and Thornecliff are informed that the Consultant has no present interest, directly or indirectly, in any securities of either eMobile or Thornecliff and no present right or intent to acquire any such securities during the initial term and during the continuance of the Agreement.

Further information about eMobile and its products can be found on the World Wide Web at http://www.emobiledata.com.

Further news releases will be disseminated by Thornecliff as additional material information becomes available and as required by the Canadian Venture Exchange.

**ON BEHALF OF THE BOARD OF DIRECTORS OF eMOBILE DATA INC.**
Per:
"*Marc Jones*"
**Marc Jones**
President, CEO and a Director

**ON BEHALF OF THE BOARD OF DIRECTORS OF THORNECLIFF VENTURES LIMITED**
Per:
"*Kevin Winter*"
**Kevin Winter**
Secretary, CFO and a Director

**As disclosed previously, Thornecliff has entered into a formal share exchange arrangement with the shareholders of eMobile pursuant to which, among other matters, Thornecliff proposes to purchase all of the issued and outstanding shares of eMobile. The Company's proposed acquisition of eMobile is considered to be a "Reverse Takeover" ("*RTO*") under the current policies of the Canadian Venture Exchange (the "*Exchange*"). Completion of Thornecliff's proposed RTO is subject to a number of conditions and including but not limited to, Exchange acceptance and disinterested shareholder approval. The RTO cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all. Investors are cautioned that, except as disclosed in the Management Information Circular to be prepared in connection with the proposed RTO, any information released or received with respect to the RTO may not be accurate or complete and should not be relied upon. The Exchange has in no way passed upon the merits of the proposed RTO.**

**This news release has been prepared by management of eMobile and Thornecliff who take full responsibility for its contents. The Exchange neither approves nor disapproves of the contents of this news release. This news release may include forward-looking statements within the meaning of section 27a of the United States *Securities Act of 1933*, as amended, and section 21e of the United States *Securities and Exchange Act of 1934*, as amended, with respect to achieving corporate objectives, developing additional project interests, the companies' analysis of opportunities in the acquisition and development of various project interests and certain other matters. These statements are made under the "safe harbor" provisions of the United States *Private Securities Litigation Reform Act of 1995* and involve risks and uncertainties which could cause actual results to differ materially from those in the forward-looking statements contained herein. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.**

{G:\2588\0110\Newrel5.doc}