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 220, 10711 Cambie Road
Richmond, British Columbia
V6X 3G5
(the "*Company*").

Item 2. Date of Material Change

February 27, 2001.

Item 3. Press Release

A press release was issued on February 27, 2001 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.

Item 5. Full Description of Material Change

See the attached news release.

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

Marc C. Jones, the President, CEO and Director of the Company, may be contacted at (604) 279-9956.

Item 9. Statement of Senior Officer

I, Marc C. Jones, the President, CEO and a Director of the Company, hereby certify that the foregoing accurately discloses the material change referred to herein.

Dated at Richmond, British Columbia, on this 27th day of February, 2001.

"*Marc C. Jones*"

Marc C. Jones
President, CEO and a Director

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EMOBILE DATA

THORNECLIFF VENTURES LIMITED

("*eMobile Data*")

Suite 220, 10711 Cambie Road
Richmond, British Columbia
V6X 3G5
Telephone: (604) 279-9956
Facsimile: (604) 279-9957

("*Thornecliff*")

Suite 220, 10711 Cambie Road
Richmond, British Columbia
V6X 3G5
Telephone: (604) 279-9956
Facsimile: (604) 279-9957
Ticker Symbol: "THN"

JOINT NEWS RELEASE

Dated: February 27, 2001

CLOSING OF REVERSE TAKEOVER AND RELATED MATTERS

Closing of Reverse Takeover with eMobile Data

Closing of Share Exchange Agreement and Reverse Takeover. The Board of Directors of each of eMobile Data and Thornecliff are pleased to announce that, effective today, eMobile Data, Thornecliff and eMobile Data's shareholders (collectively, the "*Shareholders*") have completed the terms and conditions of that certain "Share Exchange Agreement", dated for reference August 17, 2000, and all amendments thereto (collectively, the "*Share Exchange Agreement*"), pursuant which Thornecliff has now purchased all of the issued and outstanding shares of eMobile Data from the Shareholders in exchange for the aggregate issuance from treasury by Thornecliff to the Shareholders of 9,000,000 surplus escrowed common shares of Thornecliff (collectively, the "*Surplus Escrow Shares*"). Thornecliff's acquisition of eMobile Data was considered to be a "Reverse Takeover" ("*RTO*") under the current policies of the Canadian Venture Exchange, Inc. (the "*Exchange*").

Issuance of Surplus Escrow Shares. All of the Surplus Escrow Shares now have a statutory hold period as to their transferability of 12 months in the Province of British Columbia and, in addition, all of the Surplus Escrow Shares are now being held in escrow by Thornecliff's registrar and transfer agent, Pacific Corporate Trust Company ("*Pacific Corporate*"), pursuant to the terms and conditions of a certain "Form D Escrow Agreement – Surplus Security", dated for reference today (the "*Escrow Agreement*"), as entered into among Pacific Corporate, Thornecliff and all of the Shareholders. In accordance with the terms and conditions of the Escrow Agreement the Surplus Escrow Shares are presently releasable on a pro-rata basis as to 5% on each of those dates which are 6, 12, 18 and 24 months from the date that the Exchange provides final approval to Thornecliff's RTO with eMobile Data (which is expected today), and as to 10% on each of those dates which are 30, 36, 42, 48, 54, 60, 66 and 72 months from the date the Exchange provides final approval to Thornecliff's RTO with eMobile Data.

Issuance of Finder's Fee under the RTO. Concurrent with the completion of the RTO Thornecliff has now issued an aggregate of 484,500 common shares from its treasury as a finder's fee (the "*Finder's Fee*") in consideration of the introduction of eMobile Data to Thornecliff. All of the Finder's Fee common shares now have a statutory hold period as to their transferability of 12 months in the Province of British Columbia.

Completion of Private Placement. Concurrent with the completion of the RTO Thornecliff has now completed its previously announced (January 8, 2001) non-brokered private placement (the "*Private Placement*") with certain placees (each a "*Placee*") in this matter and pursuant to the completion of which Thornecliff has now issued from treasury an aggregate of 1,550,000 special warrants (each a "*Special Warrant*") of Thornecliff at a purchase price of $0.65 per Special Warrant. Each Special Warrant now entitles the Placee thereof, for a period of up to 12 months from today (the "*Closing Date*"), upon exercise or deemed exercise, to acquire one unit (each a "*Unit*") of Thornecliff, without payment of additional consideration, with each such resulting Unit being comprised of one common share (each a "*Share*") of Thornecliff together with one non-transferable share purchase warrant (each a "*Warrant*") of Thornecliff attached thereto. Two such Warrants will entitle the holder thereof to purchase one additional common share (each a "*Warrant Share*") of Thornecliff for a period of 24 months from the exercise or deemed exercise of its requisite Special Warrants (the "*Deemed Exercise Date*") at a purchase price of $1.50 per Warrant Share. Thornecliff will now use its best efforts to become a "Qualifying Issuer" by filing with the appropriate securities commissions, and obtaining receipt (the "*Receipt*") for, a "Current AIF" (as those terms are defined in Blanket Order Ruling #97/12 and Interim Local Policy Statement 3-27 issued by the British Columbia Securities Commission) as soon as possible hereafter. In this regard each Special Warrant which has not been previously exercised will be deemed to be exercised on the Deemed Exercise Date which shall be the earlier of five business days after the issuance of the Receipt and 12 months from the Closing Date. In the event that any of the Special Warrants are exercised prior to the Deemed Exercise Date the Shares and the Warrants issuable upon exercise of such Special Warrants will be subject to resale restrictions under applicable securities laws. In consideration of the placement of all of the Special Warrants in this instance Thornecliff has now also issued, by way of finder's fee, an aggregate of 110,000 finder's fee special warrants (each a "*Finder's Fee Special Warrant*") of Thornecliff, at a deemed issuance price of $1.10 per Finder's Fee Special Warrant. Each Finder's Fee Special Warrant will now entitle the holder thereof for a period of 12 months from the Closing Date, upon exercise or deemed exercise, to acquire, without payment of additional consideration, one common share (each an "*Finder's Share*") of Thornecliff. Each of the referenced Special Warrants and Finder's Fee Special Warrants, together with any Shares and Warrants, Finder's Shares or Warrant Shares acquired upon the exercise or deemed exercise of the Special Warrants, the Finder's Fee Special Warrants or the Warrants, as the case may be, and prior to the issuance of a Receipt upon Thornecliff having become a Qualifying Issuer (which would reduce the hold period to June 15, 2001), are now subject to a hold period as to their transferability in the Province of British Columbia expiring on February 15, 2002.

Other Corporate Matters. Concurrent with the completion of the RTO, and in conjunction with Thornecliff's recent extra-ordinary general meeting which was held on December 15, 2000, Thornecliff has now adopted a new set of By-laws and Thornecliff now plans to complete the process of continuing under the laws of the Yukon and, consequent thereon, changing its name to "eMobile Data Corporation".

New Board of Directors and Executive Officers. Concurrent with the completion of the RTO Thornecliff's Board of Directors has now resigned and the following persons have been appointed in their place: Marc C. G. Jones, Deborah A. Springborn, Gary H. U. Quan, D. Jeffrey Morris and John W. Hengesh. In addition, the following persons have been be appointed to positions as Executive Officers of Thornecliff: Marc C. G. Jones (President and CEO); Per Tveita (Secretary, CFO and Vice-President, Finance); Deborah A. Springborn (Executive Vice-President); Victoria K. Griesser (Vice-President, Special Projects); and Kevin G. Meagher (Vice-President, Strategic Planning).

Marc C. G. Jones is a co-founder and the President and CEO of eMobile Data. Since April 1999, under Mr. Jones' guidance, eMobile Data has brought its first product to market, made initial sales of "Service-Link™", expanded operations and entered into a major development, distribution and licensing agreement. Previously, Mr. Jones managed the Western Region of North America for MDSI Mobile Data Solutions Inc. ("*MDSI*"), where he managed his area's sales to over $25 million prior to his decision to leave to found eMobile Data. Prior to joining MDSI Mr. Jones was Vice-President, Sales & System Implementation, for InStep Mobile Communications (now eDispatch.com), where he established the first international sales of that company's automated dispatching solution in the U.S., Asia and Mexico. Mr. Jones holds a Diploma in Telecommunications Technology from the Southern Alberta Institute of Technology.

Deborah A. Springborn is also a co-founder and the Executive Vice-President of eMobile Data. Ms. Springborn has put together eMobile Data's marketing and business development plans and will lead eMobile Data in pursuing market share for its products. Prior to co-founding eMobile Data Ms. Springborn was a Director of Business Development for MDSI, the largest provider of mobile workforce solutions in the utility industry. Prior to joining MDSI Ms. Springborn was Director of Marketing for Utility Partners, the second largest supplier of mobile workforce systems to the utilities market. Ms. Springborn holds a B.Sc. in Marketing, with a concentration in Management Information Systems, from the University of Tampa, Tampa, Florida.

Gary H. U. Quan is the Vice-President of Product Development of eMobile Data. He has been with eMobile Data since inception and is responsible for the initial design and development of Service-Link. He brings with him years of hands-on experience in the computerized dispatch market. Prior to joining eMobile Data he helped manage the transition of eDispatch.com's Unix based taxi dispatch product to an Internet based dispatch application. This Internet based solution was deployed to major telecommunication companies such as SouthernLinc and Nextel. Mr. Quan holds a B.Sc. in computer science from the University of British Columbia and is a Microsoft Certified Professional.

D. Jeffrey Morris is a well-known and respected pioneer in the wireless data industry and is presently a non-Executive director of eMobile Data. Mr. Morris has been the Director of Marketing for Sierra Wireless, Inc. since October of 1999 and, prior to that, Mr. Morris was a Director of Business Development for eDispatch.com Wireless Data Inc. Mr. Morris was also a member of the Board of Directors of eDispatch.com from 1996 to 1999; the Vice-President of Marketing for Motorola Canada Inc., in Richmond, British Columbia, from 1991 to 1997; and the Sales Manager of MDI, in Richmond, from 1982 to 1991.

John W. Hengesh is presently a non-Executive director of eMobile Data and, since June of 1984, Mr. Hengesh has been associated with and is presently a Vice-President and General Manager of the Gas Systems and Water and Municipal Power of Itron, Inc., a utilities industry leader and a reporting company currently trading on NASDAQ. Mr. Hengesh holds a B.Sc. from the University of Idaho and an MBA and BBA from Idaho State University.

About eMobile Data

eMobile Data was incorporated in British Columbia in April of 1999 and operates from its principal offices located in Richmond, British Columbia. eMobile Data is a developer of software solutions for real-time integrated field service and wireless, Web-served dispatching, scheduling and Mobile Resource Management. eMobile Data designs, develops, implements and manages the deployment of an integrated field service and/or dispatch system, referred to by eMobile Data management as "Service-Link" (referred to herein as "*Service-Link*™" or the "*eMobile Software and Intellectual Property*"), that is targeted at providing small- to medium-size utility sector (i.e., water, gas, electric, cable and telecommunications organizations) and other companies with a Web-enabled, multi-tier, server-based software application that provides users a more friendly, lower-cost alternative (i.e., from a hardware, network and software perspective) to a number of existing more costly proprietary-based field service and dispatching solutions. eMobile Data was formed with the sole intention of developing wireless, Internet-based field service and dispatch software applications.

The management of eMobile Data in 1999, through its previous working relationships and expertise, identified and believed that a significant market opportunity existed for a firm that could develop a true (i.e., from the ground floor up) wireless, Web-enabled field service application and dispatch system as none existed in the medium to low tier utility marketplace in 1999. Accordingly, the founders of eMobile Data - Marc C. G. Jones and Deborah A. Springborn - decided to construct a real-time mobile resource management system that incorporated a number of key elements: (a) true multi-tier architecture to provide seamless integration of the wireless networks and devices to eMobile Data's system and to customer back-office systems, and to allow for enhanced scalability; (b) use of now relatively inexpensive public data networks as network costs have decreased significantly in the last two years; (c) use of the Internet and related browsers as an effective transmission medium to connect user devices to eMobile Data's system; (d) use of inexpensive wireless data collection devices; and (e) develop a proprietary application that ties all of the above industry standard pieces together so that a client may start with a small system that can grow incrementally.

Service Link™ is a Web-served, multi-tiered, Java-based application for real-time, integrated field service, dispatching and Mobile Resource Management and was designed to streamline and automate many of the processes associated with providing field service. Service-Link 3.0™ has been built from the ground up utilizing J2EE (Java 2 Enterprise Edition) and the latest Internet technologies - Java, XML/XSL and an Oracle 8i DBMS. This approach makes Service-Link™ scalable to meet the requirements of small and large organizations and ready for interfacing to a variety of computer systems. Customers benefit in terms of shorter deployment time, a faster learning curve and a lower total cost of software ownership and usage. Service-Link 3.0™ is delivered with standard order templates that can be quickly configured to meet the dispatch and data collection needs of field service organizations. In addition, Service-Link™'s thick mobile client uses a browser, but allows the field service worker to continue to operate even when temporarily outside of radio coverage. Service-Link™ is deployable under traditional turn-key installations or via an Application Service Provider (ASP).

The nature of the eMobile Software and Intellectual Property as well as its development approach and design has allowed eMobile Data to position its Service Link™ product such that eMobile Data can sell the product (and related professional services) either directly to clients (i.e., through end user sales and/or through indirect channels and distributors) as well as through a planned Application Service Provider ("*ASP*") approach. This intended duality allows eMobile Data to sell directly to larger clients who either have or want to own the network/equipment to operate a field service/dispatch system as well as be able to provide smaller-size organizations the alternative of simply renting the software application and having the ASP provide the network and infrastructure to support the application.

eMobile Data™ and Service-Link™ are trade marks of eMobile Data. Further information about eMobile Data and its products can be found on the World Wide Web at http://www.emobiledata.com.

ON BEHALF OF THE BOARD OF DIRECTORS OF
THORNECLIFF VENTURES LIMITED

Per:
"*Marc C. G. Jones*"

Marc C. G. Jones
President, CEO and a Director

This news release has been prepared by management of eMobile Data 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.

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