

FORM 27
SECURITIES ACT

**MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF
THE SECURITIES ACT (BRITISH COLUMBIA) (THE "ACT")**

1. Reporting Issuer

The full name and address of the principal office in Canada of the Company is:

Georgia Ventures Inc.
Suite 1818, 701 West Georgia Street
P.O. Box 10133, Pacific Centre
Vancouver, B.C. V7Y 1C6

2. Date of Material Change

April 19, 2000

3. Press Release:

The date and place of issuance of the press release(s) is\are as follows:

Date of Issuance:	April 19, 2000
Place of Issuance:	Vancouver, British Columbia

4. Summary of Material Change

Please refer to Schedule "A", being the news release referred to in Item 3 above, which is attached hereto and forms a part of this report.

5. Full Description of Material Change

As disclosed by the Company in its April 19, 2000 News Release, Pacific Amber Resources Ltd. advised the Company that it has terminated its option to acquire the Paquime property, located in Chihuahua State, Mexico. The Company has now terminated the underlying property agreement which it had entered into with the original vendor. The Company has also cancelled the La Caja mining concession, located in Chihuahua State.

As disclosed in the April 19, 2000 News Release, due to both the continued depressed gold prices and the Company's financial difficulties, the directors of the Company have

concluded that the Company should, in the future, look for more promising business opportunities after the company has completed a debt settlement and new financing.

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

Not applicable.

7. Omitted Information

No significant facts remain confidential and no information has been omitted in this report.

8. Senior Officer

The name and business telephone number of a senior officer of the Company who is knowledgeable about the material change is as follows:

Name: Hiro Ogata, President
Bus. Tel: (604) 688-6681

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia, this 25th day of April, 2000.

"Hiro Ogata"
Hiro Ogata, President

Schedule "A"**GEORGIA VENTURES INC.**

**Suite 1818, 701 West Georgia Street
P.O. Box 10133, Pacific Centre
Vancouver, B.C. V7Y 1C6
Tel. (604) 688-6681 Fax (604) 688-2641
Toll free (800) 667-3238**

**Canadian Venture Exchange Trading Symbol
GVI**

April 19, 2000

NEWS RELEASE

Hiro Ogata, the President of Georgia Ventures Inc. (the "Company"), formerly Pandora Industries Inc., announces that the Company was advised by Pacific Amber Resources Ltd. that it has terminated the Option Agreement with the Company on the Paquime property located in Chihuahua State, Mexico. The Company has now terminated the underlying property agreement with the original vendor.

The Company has also cancelled the La Caja mining concession, located in Chihuahua State, Mexico.

Due to both the continued depressed gold price and the Company's financial difficulties, the directors have concluded that the Company should, in the future, look for more promising business opportunities after the Company has completed a debt settlement and new financing.

GEORGIA VENTURES INC.

"Hiro Ogata"

Hiro Ogata, President

The Canadian Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the contents of this news release.