BC FORM 53-901F
(Previously Form 27)

SECURITIES ACT

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

1. Reporting Issuer

Georgia Ventures Inc. (the "Issuer")
#611 – 675 West Hastings Street
Vancouver, BC
V6B 1N2

2. Date of Material Change

June 12, 2002

3. Press Release

Date of Issuance: June 12, 2002

Place of Issuance: Vancouver, British Columbia

4. Summary of Material Change

The Issuer announced the approval by the Government of Quebec for the staking of 900 mineral claims in the Chibougamau Mining District and the formalization of a syndicate to explore and develop the mineral claims.

5. Full Description of Material Change

The Issuer has received approval from the government of Quebec for 900 mineral claims staked in the Otish Mountains Area of the Chibougamau Mining District. The claims cover approximately 100,000 acres. The Issuer and C Squared Developments Inc. have concluded a formal agreement for the formation of a syndicate for the joint exploration of the Otish Mountain mineral claims. The Issuer will own a 50% working interest in the syndicate.

In consideration for obtaining the claims, the Issuer has paid a fee ($4,500) of 10% above staking costs, and will issue, subject to regulatory approval, 100,000 common shares to an arm's length party.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Senior Officers

For further information contact:

Kim M. Phillips
Chief Financial Officer and Secretary
Telephone: (604) 528-0613

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia this 14th day of June, 2002.

GEORGIA VENTURES INC.

Per: _*"Kim Phillips"*_______________
Kim Phillips
Chief Financial Officer and Secretary

IT IS AN OFFENCE UNDER APPLICABLE SECURITIES LAWS IN ALBERTA AND BRITISH COLUMBIA FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE APPLICABLE SECURITIES ACT OR SECURITIES REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

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GEORGIA VENTURES INC.

(GVI – TSX Venture Exchange)

C SQUARED DEVELOPMENTS INC.

(SQD - TSX Venture Exchange)

NEWS RELEASE

OTISH MOUNTAIN CLAIMS APPROVED JOINT EXPLORATION SYNDICATE FORMED

JUNE 12, 2002

Georgia Ventures Inc. and C Squared Developments Inc. announce that they have received approval from the government of Quebec for 900 mineral claims staked in the Otish Mountains Area of the Chibougamau Mining District. The claims cover approximately 100,000 acres.

The companies have concluded a formal agreement for the formation of a syndicate for the joint exploration of the Otish Mountain mineral claims.

The syndicate's claims (50% GVI, 50% SQD) are located twenty miles north-northwest of two diamondiferous kimberlite pipes discovered recently by Ashton Mining of Canada, and SOQUEM.

The claims were applied for based on their proximity to this new discovery, and their location relative to a northwest striking shear zone considered promising for kimberlite emplacement.

In consideration for obtaining the claims, C Squared has paid a fee of 10% above staking costs and will issue 200,000 shares to an arm's length party. Georgia Ventures has paid a fee of 10% above staking costs, and will issue 100,000 shares to the same arm's length party. These share issuances are subject to regulatory approval.

Georgia Ventures Inc. has granted, subject to regulatory acceptance, 50,000 incentive stock options at a price of $0.22 per share exercisable for a period of five years.

ON BEHALF OF:

GEORGIA VENTURES INC.

"Randy Butchard"

Randy Butchard, President
1-866-453-8888

C SQUARED DEVELOPMENTS INC.

"Jonathan George"

Jonathan George, President
604-913-0613