

**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

October 25, 2002

3. Press Release

Date of Issuance: October 25, 2002

Place of Issuance: Vancouver, British Columbia

4. Summary of Material Change

The Issuer announced the issuance of 100,000 common shares in as consideration for the staking of mineral claims covering approximately 100,000 acres in the Otish Mountain area of Quebec.

5. Full Description of Material Change

The Issuer announced that in consideration for obtaining mineral claims covering approximately 100,000 acres, in the Otish Mountain Area of Quebec, it has issued 100,000 common shares. The shares have a hold period expiring October 18, 2003.

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
Director
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 29th day of October, 2002.

GEORGIA VENTURES INC.

Per: "Randy Butchard"
Randy Butchard
President and Director

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