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")
#723 – 1489 Marine Drive
West Vancouver, BC
V7T 1B8

2. Date of Material Change

February 18, 2004

3. Press Release

Date of Issuance: February 18, 2004

Place of Issuance: Vancouver, British Columbia

4. Summary of Material Change

The Issuer announced the appointment of Mr. Brian McEwen, P.Geol., to the position of Vice-President of Exploration, the granting of incentive stock options for the purchase of up to 930,000 common shares of the Issuer exercisable for a term of five years at a price of $0.40 per share and an agreement with one creditor for the settlement of $32,770 in debt by the issuance of 81,925 common shares of the Issuer at a price of $0.40 per common share.

5. Full Description of Material Change

The Issuer announced the appointment of Mr. Brian McEwen, P.Geol., to the position of Vice-President of Exploration. Mr. McEwen has more than 20 years of mineral exploration and production experience including project management, economic evaluation and mine planning for various mining concerns throughout the world, and recently was manager of mineral projects for Norwest Corporation.

Prior to that, Mr. McEwen consulted for MRDI as their Manager of Geology for Latin America, and was involved in numerous deposit evaluations including the Spence deposit (BHP Billiton), the Lomas Bayas deposit (Falconbridge), and the Quebrada Blanca deposit (Teck/Cominco). Mr. McEwen will direct all aspects of exploration and development on the Issuer's mineral properties.

The Issuer has, subject to regulatory acceptance, granted incentive stock options for the purchase of up to 930,000 common shares of the Issuer exercisable for a term of five years at a price of $0.40 per share.

Additionally, the Issuer has, subject to regulatory acceptance, reached an agreement with one creditor for the settlement of $32,770 in debt by the issuance of 81,925 common shares of the Issuer at a price of $0.40 per common share.

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

Not applicable.

6. Omitted Information

Not applicable.

7. Senior Officers

For further information contact:

Jonathan George
President
Telephone: (604) 694-0005

8. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia this 19th day of February, 2004.

GEORGIA VENTURES INC.

Per: *"Jonathan George"*
Jonathan George
President

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.