FORM 51-102F3

1. Reporting Issuer

Georgia Ventures Inc. (the "Issuer")
#215 – 1100 Melville Street
Vancouver, BC
V6E 4A6

2. Date of Material Change

November 26, 2004

3. Press Release

Date of Issuance: November 26, 2004

Place of Issuance: Vancouver, British Columbia

Method of Dissemination: The material change was disclosed by the issuance of a News Release disseminated by Stockwatch and Market News Publishing Inc.

4. Summary of Material Change

The Issuer announced that it has, subject to regulatory and shareholder approvals, negotiated a private placement of up to 6,000,000 Units at a price of $0.10 per Unit. Each Unit will consist of one common share of the Issuer and one non-transferable share purchase warrant. One warrant will entitle the holder thereof to purchase one additional common share of the Issuer at a price of $0.10 per share for a period of one year.

5. Full Description of Material Change

The Issuer announced that it has, subject to regulatory and shareholder approvals, negotiated a private placement of up to 6,000,000 Units at a price of $0.10 per Unit. Each Unit will consist of one common share of the Issuer and one non-transferable share purchase warrant. One warrant will entitle the holder thereof to purchase one additional common share of the Issuer at a price of $0.10 per share for a period of one year.

Proceeds from the private placement will be used to fund Georgia's obligations with respect to the Tower Stone Gold Project, located in western Xinjiang Autonomous Region, People's Republic of China, to pay costs in connection with Georgia's acquisition of Eastern Resource Exploration Inc., and for general corporate purposes.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For further information contact:

Jonathan George
President
Telephone: (604) 694-0005

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia this 29th day of November, 2004.

GEORGIA VENTURES INC.

Per: "*Jonathan George*"
Jonathan George
President