

**FORM 27**

**SECURITIES ACT**

**MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT**

**Note:** This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

**Note:** Every report required to be filed under section 85(1) of the Act shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure."

**Note:** WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL" - SECTION 85", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL."

**Item 1. Name and Address of Reporting Issuer**

Zim Gold Resources Ltd. (to be changed to Noise Media Inc.) (the "Company")  
#1095, 555 Burrard Street  
Vancouver, B.C.  
V7X 1M8

**Item 2. Date of Material Change**

September 14, 1999 (Letter of Intent); December 15, 1999 (Definitive Agreement)  
- trading halted during period from September 14, 1999 to February 7, 2000

**Item 3. Date and Place of Issuance of Press Release**

February 4, 2000 Vancouver, B.C.

**Item 4. Summary of Material Change**

Pursuant to a letter of intent dated September 14, 1999, superseded by an agreement dated December 15, 1999, Zim Gold Resources Ltd. agreed to acquire 100% of the issued and outstanding shares of an Internet technology company, Deco Creative Group Inc. ("Deco")

**Item 5. Full Description of Material Change**

Pursuant to a letter of intent dated September 14, 1999, superseded by an agreement dated December 15, 1999, Zim Gold Resources Ltd. agreed to acquire 100% of the issued and outstanding shares of an Internet technology company, Deco Creative Group Inc. ("Deco") subject to regulatory approval.

Under the terms of the agreement, the Company will issue to the shareholders of Deco:

Cash consideration in the amount of \$750,000, payable one third on the closing date of January 19, 2000, one third on April 19, 2000, and one third on July 19, 2000. Should receipt of regulatory approval occur later than January 19, 2000, then the date of the first cash payment shall be the first business day that is at least 10 days after receipt of such approval, with the dates of the second and third payments being each delayed by a like number of days so that they follow the date of the first cash payment by 90 and 180 days respectively;

4,000,000 escrowed shares to be issued. The escrow provisions anticipate that the shares will only be released upon development of gross sales from the business over the next three years and generally on the basis of one share for each \$0.70 (Cdn.) of revenue.

The funds available to complete the transaction have been provided from the exercise of share purchase warrants and the completion of a private placement, both totaling \$858,000. As of the date hereof, the Company has working capital of approximately \$350,000, and has announced (February 4, 2000) a private placement special warrant unit financing at a price of \$0.70 per unit. Each unit will consist of one common share and one half a warrant to purchase one additional common share at a price of \$1.00 for a period of two years.

The transaction was approved by shareholders at the Company's annual general meeting held on January 18, 2000.

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

N/A

**Item 7. Omitted Information**

N/A

**Item 8. Name & Business Telephone Number of Senior Officer to Contact**

Mr. Michael Kinley, President; Tel: (604) 685-1273

**Item 9. Statement of Senior Officer**

The Undersigned, being a senior officer of the reporting issuer, hereby attests that the foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, B.C., the 31 day of March, 2000.

“MICHAEL W. KINLEY”  
(signature)

M. W. Kinley, President  
(name of senior officer - please print)

**Instructions :**

- Item 1 - State the full name and address of the principal office in Canada of the reporting issuer.
- Item 3 - State the date and place(s) of issuance of the press release issued pursuant to Section 85(1) of the Act.
- Item 4 - provide a brief but accurate summary of the nature and substance of the material change.
- Item 5 - Supplement the summary required under Item 4 with the disclosure which should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

This description of the significant facts relating to the material change will therefore include some or all of the following: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the reporting issuer or its subsidiaries. Specific financial forecasts would not normally be required to comply with this form.

The above list merely describes examples of some of the facts which may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation.

- Item 6 - If the report is being filed on a confidential basis in reliance on Section 85(2) of the Act, state the reasons for such reliance.

Refer to Section 85(3) of the Act concerning continuing obligations in respect of reports filed pursuant to this subsection.

- Item 7 - In certain circumstances where a material change has occurred and a material change report has been or is about to be filed but Section 85(3) of the Act will no longer or will not be relied upon, a reporting issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be disclosed in full detail in the material change report.

State whether any information has been omitted on this basis and provide the reasons for any such omission in sufficient detail to permit the Commission to exercise its discretion pursuant to Section 169(4) of the Act.

The reasons for the omission may be contained in separate letter filed as provided in Section 151(1) of the Regulation.

- Item 8 - To facilitate any necessary follow-up by the Commission, give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom such senior officer may be contacted by the Commission.