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

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

Noise Media Inc. (formerly Zim Gold Resources Ltd.)
#1095, 555 Burrard Street
Vancouver, B.C.
V7X 1M8

Item 2. Date of Material Change

February 2 and 5, 2001

Item 3. Date and Place of Issuance of Press Release

February 5, 2001, Vancouver, B.C.

Item 4. Summary of Material Change

The Company has completed the acquisition of Deco Creative Group Inc. and its division, dba Noise Media, effective February 2, 2001. Mr. Pierre Baribeau was appointed to the Board of Directors of the Company on closing. In addition, the Company completed a special warrant private placement to raise gross proceeds of $700,000 and granted stock options to purchase up to 1,125,000 common shares of the Company. The Company also changed its name to "Noise Media Inc." effective February 5, 2001.

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

The Company announces that effective February 2, 2001, it completed the acquisition of the outstanding shares of Deco Creative Group Inc. ("Deco") pursuant to a Share Purchase Agreement dated December 15, 1999 among the Company, Trevor Carr, Richard Down and Deco. Under the terms of the Share Purchase Agreement, the Company issued a total of 4,000,000 common shares at a deemed price of $0.70 per share, which shares have been placed in a voluntary pool to be released from pool on the basis of the combined gross sales of Deco in each calendar quarter as to one share for each $0.70 of quarterly sales. In addition, cash consideration totaling $750,000 is payable to the Deco shareholders, in three equal tranches. The Company issued 300,000 common shares as a finder's fee in connection with this transaction. The Company also appointed Mr. Pierre Baribeau as a new director on closing.

The Company also announces that it has completed a private placement to raise gross proceeds of $700,000. The Company placed 1,000,000 special warrants at a price of $0.70 each with each Special Warrant entitling the holder, at no additional cost, to receive on exercise, one common share in the capital stock of the Company and one warrant. Each warrant is exercisable for a period of two years at a price of $1.00 per share. The Company will issue 52,477 common shares as a finder's fee in connection with the private placement.

The above securities issued by the Company are subject to hold periods, the latest of which expires on February 3, 2002.

On closing of the acquisition, the Company granted stock options to directors, employees and consultants to purchase a total of 1,125,000 common shares exercisable until February 2, 2003 at a price of $0.70 per share.

Effective February 5, 2001, the Company changed its name from "Zim Gold Resources

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 7th day of February, 2001.

"M. 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.