FORM 27

Securities Act

MATERIAL CHANGE REPORT UNDER SECTION 75(2) OF THE ACT

1. **Reporting Issuer:**

CRMnet.com Inc.
1410 - 181 University Avenue
Toronto ON M5H 3M7

2. **Date of Material Change:**

March 20, 2000.

3. **Press Release:**

A Press Release was issued on the *Disclosure Network Canada News Wire* on November 16, 1999, announcing the proposed R.T.O. Transaction and on March , 2000, announcing the name change, share consolidation, and that the number of Directors may vary between three (3) and fifteen (15), completion of takeover of *Relationship Marketing Resources Inc. ("RMR")* by way of Share Exchange and the appointment of new Directors and Officers.

4. **Summary of Material Change:**

The material change relates to a reorganization including name change of the Issuer from *Donrand Mines Limited ("Donrand")* to *CRMnet.com Inc. ("CRM"),* and to the Take-Over of *Relationship Marketing Resources Inc. ("RMR")* approved by the Shareholders on March 7, 2000 and completed on March 20, 2000.

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

The shareholders of *the Corporation* approved a Resolution on March 7, 2000, authorizing the Directors to complete a conditional Agreement between *the Corporation* and Shareholders of ***RMR***, which provided for the purchase of all of the issued and outstanding Shares and Warrants of ***RMR*** by the allotment and issuance of an aggregate 24,012,854 Common Shares of ***CRM***; 1,000,000 Series A Share Purchase Warrants; 1,857, 143 Series B Warrants; 1,326,143 Series C Share Purchase Warrants and 1,000,000 Series D Share Purchase Warrants.

The issue of Series A Share Purchase Warrants are exercisable at the price of $0.35 per warrant expiring twelve (12) months commencing upon the listing of the

Corporation's Shares on the Canadian Dealing Network or sixty (6) days after Closing whichever shall occur first.

The Series B Warrants are exercisable at the price of $0.35 per warrant expiring twelve (12) months commencing upon the listing of *the Corporation's* Shares on the *Canadian Dealing Network* or sixty (60) days after Closing and upon the exercise of 1.4 Series B Warrants the holder is entitled to receive one (1) Series C Warrant exercisable at $0.80 per share for a term of twenty-four (24) months.
The Series D Share Purchase Warrants are exercisable at the price of $0.45 per warrant for a term of twenty-four (24) months commencing upon the listing of the Corporation Shares on the Canadian Dealing Network or sixty (60) days after Closing whichever occurs first.

Articles of Amendment have been filed changing the name of *the Corporation* to ***CRMnet.com Inc.**,* and consolidating the issued Common Shares on a two (2) old for one (1) new basis for into approximately 1,130,003 Common Shares and providing for a variable number of Directors.

The previous Board of Directors have resigned and four (4) Directors namely: Robert Beckerman, Frederick Innis, Morry Patoka, and Paul Quigley have been appointed. Robert Beckerman replaces Pellegrino Capone as President and Morry Patoka replaces Helene Bussin as Secretary.

Persons holding an aggregate of 18,513,428 of the outstanding Common Shares have entered into an *Escrow Agreement* for a term of Eighteen (18) months. Directors holding an aggregate of 17,587,757 shares have entered into a Voting Trust Agreement.

The Corporation's wholly owned Subsidiary, Relationship Marketing Resources Inc. ("RMR"), is a provider of Customer Relationship Marketing ("CRM") solutions which help enterprises improve customer loyalty and increase profitability.

Since 1991, RMR has developed hundreds of relationship marketing and database management programs for large organizations in the U.S. and Canada. CRMSalesAssist, is RMR's Internet CRM product. It is a web-based tool designed to help sales representatives easily manage all marketing activities directed towards their customers.

RMR's business competencies include the development of integrated CRM strategies, customer data analysis, interactive marketing and technology. RMR plans joint offerings of new Internet CRM solutions and database management services as well as permission-based marketing services.

6. Reliance on Section 75(3) of the Act:

n/a

7. Omitted Information:

n/a

8. Senior Officer:

Robert Beckerman is a Director and President of *the Corporation* is knowledgeable about the material change and may be contacted by the Commission at (905) 470-6500.

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein and no other information other than that provided herein is presently available to Management.

DATED at Toronto, this 10th day of April, 2000.

CRMnet.com Inc.

per:

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Robert Beckerman, President