FORM 27

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

(the "Act")

1. **<u>Reporting Issuer</u>**

Communicorp Corporation
55 Barber Greene Road
Toronto, Ontario
M3C 2A1

("**Communicorp**")

2. **<u>Date of Material Change</u>**

March 1, 2002

3. **<u>Press Release</u>**

A press release with respect to the material change referred to in this report was issued nationwide on March 6, 2002. A copy of the press release is available on SEDAR.

4. **<u>Summary of Material Change</u>**

On February 28, 2002, Communicorp entered into a letter of intent with Motivus Inc. ("**Motivus**") to acquire all of the shares of Motivus.

5. **<u>Full Description of Material Change</u>**

Subject to regulatory and shareholder approval, the transaction will be structured as a business combination of a wholly-owned subsidiary of Communicorp and Motivus whereby shareholders of Motivus will receive, at each shareholder's option: (i) common shares (the "**Common Shares**") in the capital of Communicorp (the "**Common Share Election**"); or (ii) an equal number of Common Shares and Class A preference shares (the "**Class A Preference Shares**") in the capital of Communicorp (the "**Combined Shares Election**").

Upon the exercise of the Common Share Election, a Motivus shareholder will receive one Common Share for each 4.75 common shares of Motivus ("**Motivus Shares**") held. In the alternative, upon the exercise of the Combined Shares Election, a Motivus shareholder will receive one-half of one Common Share and one-half of one Class A Preference Share for each 4.75 Motivus Shares held.

Each whole Class A Preference Share shall be: (i) non-voting; (ii) redeemable at the option of the holder at the rate of CDN$0.8075 per Class A Preference Share (the "**Redemption Amount**") based on the following formula: one-fifth thereof commencing on each of: (a) the issuance date (the "**Issuance Date**") of the Class A Preference Share; (b) the six month anniversary of the Issuance Date; (c) the 12 month anniversary of the Issuance Date; (d) the 18 month anniversary of the Issuance Date; and (e) the 24 month anniversary of the Issuance Date; (iii) retractable by the Corporation at any time after the Issuance Date at the Redemption Amount; and (iv) provided that the Corporation shall have failed to pay the Redemption Amount on the Class A Preference

Shares which are then capable of being redeemed that a holder shall have duly caused to be redeemed (the "**Mature Class A Preference Shares**") within 21 days of presentment thereof by the holder, convertible at the option of the holder into Common Shares on the basis of one Common Share for each whole Mature Class A Preference Share.

Moreover, certain outstanding options and warrants to purchase Motivus Shares will be exchanged for options and warrants of Communicorp based on the share exchange ratio forming part of the Common Share Election.

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

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Senior Officer**

For further information contact: Harvey Wortsman, President and Chief Executive Officer of Communicorp, at (416) 447-5121.

9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 6th day of March, 2002.

"**Harvey Wortsman**"
President and Chief Executive Officer
Communicorp Corporation