

**FORM 27**  
**SECURITIES ACT**  
*(British Columbia)*

**MATERIAL CHANGE REPORT**  
Under Section 85(1) of the Act

**Item 1.        Reporting Issuer**

The full name of the issuer is Integrated Communications Industries Inc. (the "Issuer") whose principal office is located at 530 – 999 West Hastings Street, Vancouver, British Columbia.

**Item 2.        Date of Material Change**

The effective date of the material change herein reported is April 18, 2001.

**Item 3.        Press Release**

The press release pertaining to the material change herein reported was issued on April 18, 2001 at Vancouver, British Columbia.

**Item 4.        Summary of Material Change**

The Issuer entered into a debt settlement agreement with the plaintiff in an action, relating to a claim in the amount of \$202,286, on a guarantee, brought against the Issuer in the Ontario Superior Court. Subject to receipt of all applicable regulatory approval, the Issuer will issue 150,000 common shares in full settlement of the claim.

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

The Issuer entered into a debt settlement agreement with the plaintiff in an action, relating to a claim on a guarantee, brought against the Issuer in the Ontario Superior Court. The amount of the claim is \$202,286. In consideration of a full and final release of the Issuer by the plaintiff, the Issuer will issue 150,000 common shares of the Issuer. Upon the Issuer's receipt of all regulatory approval, the shares will be issued at a deemed issuance price equal to the then current market price of the Issuer's common shares.

For a full description of the material change, please see the press release attached hereto as Schedule "A".

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

Not applicable.

**Item 7.        Omitted Information**

No significant facts have been omitted from this report.

**Item 8.        Senior Officers**

Robert Gardner, President is the officer of the Issuer who is knowledgeable about the details of this material change report. Mr. Gardner may be contacted by telephone at:

(604) 688-0553

**Item 9.        Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

**DATED** at Vancouver, British Columbia this 18th day of April, 2001.

“Robert Gardner”

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Robert Gardner

President

**Schedule "A"**

Media Release

CDNX: INI

**INTEGRATED COMMUNICATIONS INDUSTRIES  
DEBT SETTLEMENT**

**Vancouver, British Columbia, April 18, 2001: Integrated Communications Industries Inc.** (the "Company") (CDNX: INI) reports that it has entered into a debt settlement agreement with the plaintiff in an action, relating to a claim on a guarantee, brought against the Company in the Ontario Superior Court. The amount of the claim is \$202,286. In consideration of a full and final release of the Company by the plaintiff, the Company will issue 150,000 common shares of the Company. Upon the Company's receipt of all regulatory approval, the shares will be issued at a deemed issuance price equal to the then current market price of the Company's common shares.

*For further information please contact:*

Robert Gardner, President  
Integrated Communications Industries Inc.  
Telephone: (604) 895-3178

CDNX has not reviewed or approved the contents of this release and does not accept responsibility for the adequacy or accuracy of this press release.