MATERIAL CHANGE REPORT
UNDER SECTION 75(2) OF THE SECURITIES ACT (ONTARIO);
SECTION 118(1)(b) OF THE SECURITIES ACT (ALBERTA); AND
SECTION 85(1)(b) OF THE SECURITIES ACT (BRITISH COLUMBIA)

Item 1. – Reporting Issuer:

Basis100 Inc.
33 Yonge Street, Suite 900
Toronto, ON M4E 1G4

Item 2. – Date of Material Change:

November 19, 2002

Item 3. – Press Release:

November 19, 2002.

Item 4. – Summary of Material Change:

Basis100 Inc. today announced its operating results for the third quarter ended September 30, 2002. In addition, the Company announced a private placement of $7.0 million of 12 percent secured Senior Debt to provide additional cash resources to the Company as it looks to focus on building its Core Business Units and executing its 2003 Plan. Additionally, Kenneth B. Rotman has joined the board of directors and David Ewasuik has resigned.

Item 5. – Full Description of Material Change:

Toronto, ON. November 19, 2002 - Basis100 Inc. (TSX: BAS), a technology solutions provider for the financial services industry, today announced its operating results for the third quarter ended September 30, 2002. In addition, the Company announced a private placement of $7.0 million of 12 percent secured Senior Debt to provide additional cash resources to the Company as it looks to focus on building its Core Business Units and executing its 2003 Plan. Additionally, Kenneth B. Rotman has joined the board of directors and David Ewasuik has resigned.

Effective the end of the third quarter, the operations of EFA International Inc. and EFA Software Services Ltd., [the EFA Group], which formed part of Basis100's Capital Markets Solutions (CMS) group, have been reclassified as Discontinued Operations. The Company's remaining CMS operations, Lending Solutions and Data Warehousing and Analytics Solutions Business Units are reported as continuing operations in the third quarter and year-to-date consolidated financial statements. The assets, liabilities and operating results of the EFA Group are disclosed as separate single line items in the financial statements.

Total revenues from continuing operations in the third quarter were $10.85 million, an increase of 39 percent over revenues of $7.8 million in the third quarter of 2001, and an increase of 12 percent from Q2 2002 revenues from continuing operations of $9.66 million. U.S. sales accounted for 70 percent of total sales in Q3 2002, compared to 60 percent in Q2 and 55 percent of sales in Q3 2001. EBITDA for the quarter was $1.0 million prior to a $.6 million restructuring charge related to the office facilities lease in Irvine, California, compared to $1.0 million from continuing operations in Q2 2002 and $.3 million in Q3 2001.

On a Business Unit basis, Lending Solutions Q3 revenues of $3.1 million were in line with recent guidance and slightly lower than Q2 revenue levels, reflecting the impact of anticipated seasonality in this line of business. Q3 2002 revenues were primarily transactional in nature and slightly above revenues for Q3 2001.

Data Warehousing and Analytics Solutions experienced revenue growth in Q3 2002, relative to both Q2 2002 and Q3 2001. Q3 revenues of $7.6 million were 31 percent higher than Q2 revenue of $5.8 million. This increase reflects continuing growth in customer base and the addition of Mortgage Risk Assessment Corp. ("Mortgage Risk") sales in the U.S for the full three months ended September 2002, as compared to only one month in Q2 2002.

Gross margins from continuing operations in the third quarter were 95 percent of sales, in line with the 96 percent achieved in Q2 2002 from continuing operations and slightly above the 92 percent of sales reported in Q3 2001.

Lending Solutions Q3 2002 segment EBITDA of $1.0 million was in line with recent guidance and was slightly lower than Q2. Prior to the $.6 million restructuring charge, Data Warehousing and Analytics Solutions Q3 segment EBITDA of $2.5 million was 70 percent above the Q2 amount. Q3 segment EBITDA was also above the Q2 level when Mortgage Risk is excluded from both quarters. Capital Market Solutions continuing operations reported a negative segment EBITDA of approximately $(.46) million, reflecting primarily product development work being completed on the Company's BasisXchange™ fixed income trading platform. Consolidated EBITDA from continuing operations for the quarter was $1.0 million prior to the $0.6 million restructuring charge, or $0.03 per share, compared to an EBITDA of $1.0 million, or $0.03 per share in Q2, 2002 and $0.3 million, or $0.01 per share for Q3 2001.

The net loss for the quarter from continuing operations was $(3.1) million or $(0.08) per share. Interest, depreciation and amortization costs were $3.5 million. This compares with a net loss of $(3.0) million or $(0.10) per share for the same quarter in fiscal 2001.

At September 30, 2002, current assets totaled $15.8 million, which included $4.2 million of net current assets from Discontinued Operations and $3.0 million in cash and short-term investments. Current liabilities were $24.7 million, including $15.8 million of net current liabilities related to Discontinued Operations and $0.7 million of deferred revenue. Long-term debt, excluding capital lease and other obligations totaling $0.7 million, is comprised of the six percent convertible debenture with a carrying value of $16.8 million as at September 30, 2002. The basic number of shares outstanding at September 30th was 37.1 million (29.6 million in 2001); the diluted number of shares outstanding was 55.0 million (36.0 million in 2001).

Disclosure of operating results by business line is set out in the Notes to the attached financial statements.

Discontinued Operations

Since the end of the second quarter of 2002, the operating performance of the EFA Group, which formed part of Basis100's Capital Markets Solutions group, has been below expectations. Operating revenues and cash flows generated were less than the levels necessary for the EFA Group to support its operations. In an effort to realign and streamline the operations and business activities of the EFA group, a restructuring effort was affected at the end of August. The EFA Group did not meet its revised revenue and performance targets and did not generate sufficient cash flows to support post-restructuring operating levels. By September 30, 2002, the EFA Group was in default of its banking covenants.

On October 30, 2002, the EFA Group registered a notice of intent to file a formal proposal under the Bankruptcy and Insolvency Act of Canada. The purpose of the filing is to provide the EFA Group sufficient time to explore opportunities to sell its business operations and its assets, to interested parties, which is expected to be concluded by the end of the first quarter of 2003.

Basis100 Inc. has reclassified the financial results and the planned disposition of the EFA Group as a discontinued operation. The Company has reduced the carrying value of the EFA Group assets to estimated net realizable value and the Company has recorded potential liabilities for customer letters of credit related to performance guarantees. The liabilities associated with the EFA group remain at the amounts originally recorded as at September 30th, without adjustment, until the final disposition of the formal proposal is known and the amounts, if any, of those liabilities can be determined. Any adjustments to the carrying value of liabilities of the EFA group would impact on the final amount of the Loss on planned disposition.

See Note 5 to the attached interim financial statements for additional details.

Subsequent Event

$7.0 Million Private Placement Completed: On November 18th, the Company completed a private placement of $7.0 million of 12 percent secured Senior Debt to provide additional cash resources to the Company as it looks to focus on building its core Business Units and executing on its 2003 Plan. The Senior Debt is repayable in January 2004 and includes the provision for 6.73 million Warrants at a price equal to $.52 per Warrant. 50 percent of the Warrants expire in November 2005 and 50 percent in November 2006. Each warrant entitles the holder thereof to purchase one common share at the exercise price.

Changes to Board of Directors

Effective immediately, Kenneth B. Rotman has joined the Basis100 Board of Directors. Ken is Co-Chief Executive Officer and Managing Director of Clairvest Group Inc (CVG:TSX). Clairvest is a Canadian-based merchant bank that forms investment partnerships with entrepreneurial corporations.

David Ewasuik, former shareholder of EFA International Inc., has tendered his resignation as a director of Basis100 Inc. effective October 30, 2002.

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

N/A

Instruction:

N/A

Item 7. – Omitted Information:

N/A

Item 8. – Senior Officers:

Lance McIntosh, Chief Financial Officer
Tel: (416) 364-6085 Ext 170
Fax: (416) 364-2028
lmcintosh@basis100.com

Item 9. – Statement of Senior Officer:

"The foregoing accurately discloses the material change referred to herein."

Date: November 20, 2002
Toronto, Ontario

"*Lance McIntosh*"
Lance McIntosh
Chief Financial Officer, Basis100 Inc.