MATERIAL CHANGE REPORT

PURSUANT TO

SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)
SECTION 118(2) OF THE SECURITIES ACT (ALBERTA)
SECTION 84(1) OF THE SECURITIES ACT (SASKATCHEWAN)
SECTION 75(2) OF THE SECURITIES ACT (ONTARIO)
SECTION 73 OF THE SECURITIES ACT (QUEBEC)
SECTION 81(2) OF THE SECURITIES ACT (NOVA SCOTIA)
SECTION 76(2) OF THE SECURITIES ACT (NEWFOUNDLAND)

ITEM 1: REPORTING ISSUER

CTV Inc. (“CTV”)
9 Channel Nine Court
Scarborough, ON M1S 4B5

ITEM 2: DATES OF MATERIAL CHANGES

February 5, 1999 and February 10, 1999

ITEM 3: PRESS RELEASES

Press releases relating to the material changes were released on February 5, 1999 and February 10, 1999.

ITEM 4: SUMMARY OF MATERIAL CHANGE

On February 5, 1999, CTV announced its offer to acquire all of the voting shares and other securities of NetStar Communications Inc. not owned ESPN. The offer placed an enterprise value on NetStar of $908 million.

On February 10, 1999, CTV announced that the Canadian shareholders of NetStar Communications Inc. accepted its offer to acquire their 68 per cent interest in the company.

ITEM 5: FULL DESCRIPTION OF MATERIAL CHANGES

See attached press releases which are hereby incorporated by reference.

ITEM 6: RELIANCE ON CONFIDENTIALITY SECTION OF THE ACT

Not applicable.

ITEM 7: OMITTED INFORMATION

Not applicable.

ITEM 8: SENIOR OFFICER - FOR FURTHER INFORMATION CONTACT:

Richard L. Palmer
Senior Vice-President, Finance
Phone: (416) 299-2000

ITEM 9: STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto this 12th day of February, 1999

CTV Inc.

"Richard L. Palmer"
Richard L. Palmer
Senior Vice-President, Finance

IT IS AN OFFENCE FOR A PERSON TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THIS REGULATION THAT AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

Attention Business/Entertainment/News Editors:

CTV offers to acquire 68 % of Netstar

ESPN exercises right to seek a new offer, selects CTV

TORONTO, Feb. 5 /CNW/ - CTV Inc. (TSE/MSE -- TV) and ESPN, Inc. today jointly announced that CTV has offered to acquire all of the voting shares and other securities in NetStar Communications not owned by ESPN. ESPN has also agreed not to solicit any further offers for NetStar.

The offer is the result of ESPN's decision to exercise its right to arrange for another third-party to make a new offer for NetStar. ESPN approached CTV about becoming its strategic partner in Canada. This resulted in today's announcement, which was made by Mr. Ivan Fecan, President and Chief Executive Officer of CTV, and Mr. Willy Burkhardt, Senior Vice President of ESPN.

The offer places an enterprise value on all of NetStar of $908 million. CTV estimates that the proceeds payable to the existing Canadian shareholders for their 68 per cent interest will be approximately $394 million. The offer will be financed by a bank commitment which has been arranged by CTV.

Mr Burkhardt said, ``ESPN has tremendous respect for NetStar, its current shareholders, and the management who have helped build its strong assets. Based on our long-term commitment to NetStar, our goal in partnering with CTV is to create a strong strategic and financial proposition for the future growth of NetStar. In addition, we believe this offer will provide great value for the existing Canadian shareholders. CTV and ESPN share a common business approach and vision for the future which would afford a productive working relationship. Together with CTV's expertise, its relationships in the marketplace, and our cross-promotional marketing opportunities, we believe our services will reach their fullest potential and result in excellent value for our viewers and shareholders."

Mr. Fecan said, ``CTV greatly appreciates the opportunity provided by ESPN which has culminated in the offer we are announcing today.

``NetStar is a great company with a very capable management team. We believe our offer will create a natural fit of very complementary assets and people. It will enable our respective sports services to focus on what they do and know best: TSN as a nationally oriented service, and SportsNet as primarily a regional service across Canada. It will also achieve our long sought objective of achieving a presence in the French language market."

Mr. Fecan added, ``Our offer is being made in the context of a fast-changing broadcasting environment. The vitality and increasing competitiveness within this industry are reflected in the transactions that have changed the landscape to a considerable degree. Traditional distinctions between conventional and cable categories have narrowed to the point where viewers increasingly do not differentiate between the two. Viewers have more options than ever before. Broadcasters must respond. That's what today's announcement is about."

Should the NetStar shareholders other than ESPN accept the CTV offer, completion of the acquisition would be subject to satisfaction of a Competition Act condition. While it seeks CRTC approval, CTV will place the NetStar securities into a trust that has been approved by the Commission. The trustee will be Mr. Donald G. Campbell, a former chairman of Maclean Hunter Limited. CTV has agreed that, at ESPN's option, it will purchase ESPN's NetStar interest on terms not less favourable than the present offer should the CRTC approval of the transaction be on terms contrary to the agreement between CTV and ESPN unless ESPN is prepared to accept such terms.

Upon completion of the acquisition, CTV and ESPN have agreed to negotiate in good faith within twelve months the terms on which CTV would transfer to NetStar its interests in CTV's sports related specialty cable television undertakings. Should the parties not reach agreement on the terms of such a combination, ESPN would have the right to sell its NetStar interest to CTV on the basis of its enterprise value represented by CTV's current offer plus $25 million.

CTV is Canada's only private national television network, reaching 99 per cent of English-speaking Canadians through a wide range of quality news, sports, information, and entertainment programming. The company owns CTV Television Inc.; Canada's News Channel, CTV News 1; and Talk TV. It also holds an ownership interest in five additional specialty channels including The Comedy Network, CTV Pay-Per-View Sports; regional sports channel CTV SportsNet Inc., Outdoor Life Network, and History Television.

ESPN is 80% owned by ABC, Inc., which is an indirect subsidiary of The Walt Disney Company. The Hearst Corporation has the remaining 20% interest in ESPN.

NetStar Communications is a holding company whose broadcast assets include TSN, Le Reseau des Sports (RDS), plus ownership interests in Discovery Channel Canada; Dome Productions Inc.; Viewer's Choice Canada, NTN Canada, and the St. Clair Group.

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For further information: For ESPN: Rosa Gatti and Cristina Seckinger: (860) 681-2811; Chris LaPlaca: (860) 766-2239; For CTV: Tom Curzon: (416) 299-2052

Attention Business Editors:

Canadian Shareholders of NetStar Communications Inc. Agree to Sell their 68 per cent Interest in the Company to CTV Inc.

TORONTO, Feb. 10 /CNW/ - CTV Inc. today is pleased to announce that the Canadian shareholders of NetStar Communications Inc. have accepted its offer to acquire 68 per cent interest in the Company.

CTV Inc. is now proceeding to seek the necessary regulatory approvals from the Competition Bureau and the CRTC.

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For further information: CTV Corporate Communications, (416) 299-2052