

CTV INC.

MATERIAL CHANGE REPORT

1. Reporting Issuer:

CTV Inc. ("CTV")
9 Channel Nine Court
Toronto, Ontario
M1S 4B5

2. Date of Material Change

March 31, 2000 and April 6, 2000

3. Press Releases

See attached copy of press releases issued on March 31, 2000 and April 6, 2000.

4. Summary of Material Change

On March 31, 2000, BCE Inc. ("BCE") and CTV entered into an Internet Content Distribution Agreement. This Agreement is for an initial term of 10 years (commencing upon BCE taking up and paying for more than 50% of CTV's common shares) and provides that current and future programs of CTV will be available on the internet via the internet portal sites operated by BCE. On April 6, 2000, BCE announced that it has acquired 99% of the outstanding common shares of CTV under its offer, inclusive of the 7 million common shares owned by Electrohome Broadcasting Inc.

5. Full Description of Material Change

See BCE press releases attached.

6. Confidentiality

Not applicable.

7. Omitted Information

Not applicable.

8. Senior Officer

Any enquiries with respect to this material change report or the transactions described in this material change report should be made to:

Robin A. Fillingham
CTV Inc.
9 Channel Nine Court
Scarborough, Ontario
M1S 4B5

Telephone: (416) 332-5020

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 6th day of April, 2000.

“Robin A. Fillingham”

Robin A. Fillingham
Executive Vice-President, Chief Financial Officer
and Secretary

[BCE](#) 2000-03-31 (provided courtesy of [BCE Emergis E-News Services](#).)

BCE and CTV Reach Internet Agreement

Montreal, Quebec --

BCE Inc. and CTV Inc. today announced that they have entered into an Internet content distribution agreement. This agreement is part of the conditions of purchase made public when BCE announced its March 14 offer for CTV and will take effect once the BCE offer is completed.

The Internet content distribution agreement is for an initial period of ten years and provides that current and future programming of CTV will be available on the Internet only through the Internet portal sites operated directly or indirectly by BCE.

This agreement satisfies another condition to BCE's offer for CTV, which is open to all CTV shareholders and expires on April 5. Beyond customary conditions, the offer remains conditional on more than 50% of CTV shares being tendered.

BCE is Canada's largest communications company. Through its operations in communications services, BCE provides residence and business customers in Canada with wireline and wireless communications products and applications, satellite communications and direct-to-home television services, systems integration expertise, electronic commerce solutions, Internet access and high-speed data services, and directories. Abroad, through Bell Canada International's investee companies, BCE provides communications services to nearly 6 million customers in Asia and Latin America. BCE also has an extensive international presence through Teleglobe, an international telecommunications carrier. BCE shares are listed in Canada, the United States and Europe.

CTV Inc. is Canada's pre-eminent communications company with conventional television operations across Canada and a leading presence in the specialty television sector. Through its network operations, CTV reaches 99% of English-speaking households, offering a wide range of quality news, sports, information and entertainment programming. The company owns and operates 25 stations, of which 18 are CTV affiliates, six are CBC affiliates, and one is an independent station, VTV. CTV also owns ASN, a satellite television service in the Maritimes.

Specialty channel holdings include: CTV Newsnet (100%); Talk TV (100%); NetStar Communications Inc. (68.46%); The Comedy Network (65.1%); controlling interest in CTV Pay-Per-View Sports; Sportsnet (40%); Outdoor Life Network (33.34%); and History Television (12%). NetStar's assets include TSN (100%); Discovery Canada (80%); RDS, an all French-language sports channel (100%); Viewer's Choice Canada (24.95%); and Dome Productions (100%). CTV also owns a 50% interest in Landscape Entertainment Corp., a production venture that will produce worldwide content for film, television and the Internet.

CTV Inc.'s shares trade on The Toronto Stock Exchange under the symbol TV.

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For further information, please contact:

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CTV SHARES TENDERED UNDER BCE OFFER

MONTREAL (Québec), April 6 /CNW/ - BCE Inc. today announced that 52.9 million common shares of CTV have been tendered under BCE's \$38.50 per share offer. This represents 99 per cent of the CTV shares outstanding on a fully diluted basis inclusive of the 7 million common shares held by Electrohome Broadcasting Inc.

BCE's offer was subject to several conditions all of which have now been met. BCE has taken up and is paying for the CTV shares tendered under the offer. BCE has extended its offer until April 17th to allow the holders of the untendered shares to tender them. Shareholders of CTV seeking more information should refer to CTV's Offering Circular mailed on March 13, 2000, or should contact their broker. At the expiration of this period, BCE will exercise its compulsory acquisition rights to acquire those CTV shares not tendered.

As per the Voting Trust Agreement approved by the CRTC, CTV shares acquired under the BCE offer will be transferred to a Trustee, pending usual regulatory consideration.

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Note:

Certain statements made in this press release, which describe BCE's intentions, expectations or predictions, are forward-looking and are subject to important risks and uncertainties. The results or events predicted in these statements may differ materially from actual results or events. Factors which could cause results or events to differ from current expectations include, among other things: the impact of rapid technological and market change; general industry and market conditions and growth rates; international growth and global economic conditions, particularly in emerging markets and including interest rates and currency exchange rate fluctuations; unanticipated impact of Year 2000 issues; and the impact of consolidations in the telecommunications industry. For additional information with respect to certain of these and other factors, see the reports on Forms 6-K and 40-F filed by BCE with the United States Securities and Exchange Commission. BCE disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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For further information:

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or

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