

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

Hummingbird Communications Ltd. (“Hummingbird”)
1 Sparks Avenue
North York, ON M2H 2W1

ITEM 2: DATE OF MATERIAL CHANGE

January 6, 2000

ITEM 3: PRESS RELEASE

A press release was issued in Toronto, Ontario on January 6, 2000.

ITEM 4: SUMMARY OF MATERIAL CHANGE

On January 6, 2000 Hummingbird completed the issue and sale of 2,000,000 common shares at a price of \$45.00 per common share to a syndicate of underwriters led by Scotia Capital Inc.

ITEM 5: FULL DESCRIPTION OF MATERIAL CHANGE

On January 6, 2000 Hummingbird completed the issue and sale of 2,000,000 common shares at a price of \$45.00 per common share to a syndicate of underwriters led by Scotia Capital Inc.

The estimated net proceeds from the offering after deducting the fee payable to the underwriters and the estimated expenses of the offering payable by Hummingbird will be approximately \$85,800,000. Hummingbird intends to use the net proceeds to repay bank indebtedness and for general purposes including possible future acquisitions.

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

Inder P.S. Duggal, Chief Financial Officer and Chief Controller at (416) 496-2200.

ITEM 9: STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 13th day of January, 2000.

HUMMINGBIRD COMMUNICATIONS LTD

per: _____ (Signed)

Inder P.S. Duggal
Chief Financial Officer and Chief Controller
Hummingbird Communications Ltd.