

GALAXY ONLINE INC.

MATERIAL CHANGE REPORT

Pursuant to: Section 118(1)(b) of the Securities Act (Alberta)
Section 75(2) of the Securities Act (Ontario)

Item 1. Reporting Issuer

The reporting issuer filing this material change report is Galaxy OnLine Inc. ("GOL"), Suite 2008, 390 Bay Street, Toronto, Ontario, M5H 2Y2.

Item 2. Date of Material Change

February 23, 2000

Item 3. Press Release

February 23, 2000

Item 4. Summary of Material Change

GOL announced that Mr. Glen Kaiser has been named as President and Chief Operations Officer. Mr. Kaiser has had an extensive career in the telecommunications and Internet industry in key executive roles with AT&T, NCR, Bell South, Bell Labs, and Lucent Technologies. Most recently Mr. Kaiser was the Chief Operating Officer of "Electric SchoolHouse", a new innovative Internet company targeting the school and home market, which he helped design and launch in the spring of 1999. Mr. Kaiser was one of the key operational executives to design and launch AT&T's WorldNet National ISP services in 1996, and helped build it to become the second largest ISP within the first 12 months of operation.

Item 5. Full Description of Material Change

See attached press release.

Item 6. Reliance on Section 118(2) of the Securities Act (Alberta); Section 75(3) of the Securities Act (Ontario).

N/A

Item 7. Omitted Information

N/A

Item 8. Senior Officer

Stan Bharti, Chief Executive Officer of GOL
Tel.: 416-861-1031

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, this 6th day of March 2000.

GALAXY ONLINE INC.

“Stan Bharti” (signed)

Per: _____