

**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:

NetDriven Solutions Inc. (“NetDriven”)
#160, 3015 – 5 Avenue NE
Suite 515
Calgary, Alberta
T2A 6T8

Item 2. – Date of Material Change:

August 30, 2002

Item 3. – Press Release:

A news release disclosing the nature and substance of the material change was issued by NetDriven Solutions Inc. on August 30, 2002 through the facilities of CCN Newswire, attached hereto as Schedule A.

Item 4. Summary of Material Change

On August 30, 2002 NetDriven Solutions Inc. announced that Chief Financial Officer, Mark Kohler, has decided to leave the Company to pursue new opportunities.

Item 5. – Full Description of Material Change

On August 30, 2002 NetDriven Solutions Inc. announced that Chief Financial Officer, Mark Kohler, has decided to leave the Company to pursue new opportunities. It was noted that the move does not impact any of the current strategies in place, and NetDriven thanked Mr. Kohler for his contributions to the company.

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

None.

Item 7. – Omitted Information:

No significant facts have been omitted from this report

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Item 8. – Senior Officer:

Frank J. Tersigni
NetDriven Solutions Inc.
Chief Executive Officer
372 Bay Street, Suite 500
Toronto, ON M5H 2W9
Tel: (416) 304-0091 Ext.222

Item 9. – Statement of Senior Officer

“The foregoing accurately discloses the material change referred to herein”

Date: August 30, 2002
Toronto, Ontario

“Frank J. Tersigni”
Chief Executive Officer
NetDriven Solutions Inc.