

FORM 27

SECURITIES ACT

MATERIAL CHANGE REPORT

Under Section 75(2) of the Act

1. Reporting Issuer:

Telehop Communications Inc.
150 Consumers Road, Suite 500
Toronto, Ontario M2J 1P9

2. Date of Material Change:

March 17, 2000

3. Press Release:

March 21, 2000

4. Summary of Material Change:

Signing of letter of intent for a private placement of 125,000 shares of Telehop to arms-length parties as partial consideration for acquiring 20% of a Jamaican start-up telecommunications company.

5. Full Description of Material Change:

Telehop Communications Inc. has signed a letter of intent for a private placement of 125,000 shares to arms-length parties as partial consideration for a 20% interest in MOH-BAY Communications Ltd., subject to regulatory approval. MOH-BAY Communications is currently pursuing regulatory approvals in Jamaica for an Internet Service Provider licence and a licence for Pre-Paid Phone Card business for its subsidiary.

6. Section 75(3) of the Securities Act is not relied upon.

7. No information is omitted pursuant to Section 75(3).

8. Senior Officer:

The name and business telephone number of the Company's senior officer is:

Robert Stikeman
(416) 367-1930

9. Statement of Senior Officer:

The foregoing accurately discloses the material change referred to herein:

Dated at Toronto this 27th day of March, 2000.

“Robert Stikeman” (signed)

Robert Stikeman, President