FORM 27

MATERIAL CHANGE REPORT

1. REPORTING ISSUER

Inverpower Controls Ltd. (“Inverpower”)

2. DATE OF MATERIAL CHANGE

March 10, 2000

3. PRESS RELEASE

Inverpower issued press releases on December 17, 1999 and on March 14, 2000 in Toronto, Ontario.

4. SUMMARY OF MATERIAL CHANGE

Inverpower is announcing the sale of Inverpower’s JME division, electromagnetic stirring business (“EMS”) to ABB Inc. (“ABB”).

5. FULL DESCRIPTION OF MATERIAL CHANGE

Further to Inverpower’s mandate pursuant to its restructuring plan announced on November 18, 1999, on January 19, 2000 at a special meeting of the shareholders of Inverpower, the shareholders approved the sale of Inverpower’s JME division pertaining to the EMS business to an arm’s length purchaser approved by the Board of Inverpower.

On March 10, 2000, Inverpower entered into a purchase agreement with ABB to sell the assets in connection with Inverpower’s JME division, EMS business. The sale excludes the assets involved in the fabrication of electro-magnets and ABB has an option to purchase such assets in the future (the “Option”). Inverpower will continue to fabricate the electro-magnets under the terms of a management agreement dated March 10, 2000 between Inverpower and ABB until ABB exercises the Option. The aggregate purchase price of the sale and the exercise price of the Option is approximately $3,600,000, subject to adjustments.

6. RELIANCE ON CONFIDENTIALITY PROVISION

Not Applicable.

7. OMITTED INFORMATION

None.

8. SENIOR OFFICER

Clemens van Zeyl, President and Chief Executive Officer

Tel: (905) 631-4425

9. STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material changes referred to herein.

DATED at Toronto, this 14th day of March, 2000.

INVERPOWER CONTROLS LTD.

“Clemens van Zeyl”
Clemens van Zeyl
President and Chief Executive Officer