

CAPTECH MULTICOM INC.

MATERIAL CHANGE REPORT

Section 85(1) of the *Securities Act* (British Columbia)  
Section 146(1) of the *Securities Act* (Alberta)  
Clause 84(1)(B) of the *Securities Act* (Saskatchewan)  
Section 73 of the *Securities Act* (Quebec)

**ITEM 1 Reporting Issuer:**

Captech Multicom Inc. (the "**Corporation**")  
905 Michèle-Bohec Boulevard  
Suite 201  
Blainville (Quebec) J7C 5J6

**ITEM 2 Date of Material Change:**

January 17, 2003.

**ITEM 3 News Release:**

The press release was issued on January 27, 2003 by using Canadian Corporate News service through the Canadian Disclosure Network, the Canadian Investment Pack in High-Tech and the French Financial Network. Copies of the English and French versions of the press release are attached to this material change report.

**ITEM 4 Summary of Material Change:**

Mr. Gérald R. Tremblay resigns from the Board of Directors of the Corporation.

**ITEM 5 Full Description of Material Change:**

Mr. Gérald R. Tremblay, Director of the Corporation since October 19, 1995, has resigned from the Board of Directors of the Corporation as of January 17, 2003.

**ITEM 7 Omitted Information:**

None.

**ITEM 8 Senior Officers:**

Mr. Hubert Dorris, President and Chief Executive Officer, tel. (450) 979-3313.

**ITEM 9 Statement of Senior Officer:**

The foregoing accurately discloses the material change referred to herein.

**DATED** at Montreal, Quebec, this 27<sup>th</sup> day of January, 2003.

(Signed) Hubert Dorris

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HUBERT DORRIS  
President and Chief Executive Officer  
Captech Multicom Inc.