

MATERIAL CHANGE REPORT

PURSUANT TO

SECTION 75(2) OF THE SECURITIES ACT (ONTARIO) SECTION 73 OF THE SECURITIES ACT (QUEBEC)

1. **Reporting Issuer**

NETGRAPHE INC.
300 Viger Avenue East
Montreal, Quebec H2X 3W4

2. **Date of Material Change**

February 6, 2003.

3. **Press release**

A press release was issued by Netgraphe Inc. («Netgraphe») on February 6, 2003, in Montreal (Quebec).

A copy of the press release is annexed hereto and forms an integral part hereof.

4. **Summary of Material Change**

On February 6, Netgraphe inc. announced the appointments of Bruno Leclaire as President and Chief Executive Officer and Hugues Simard as Chairman of the Board.

5. **Full Description of Material Change**

Netgraphe announced the appointment of Mr. Bruno Leclaire as President and Chief Executive Officer, replacing Mr. Hugues Simard who is appointed Chairman of the Board of Directors.

6. **Reliance on Subsection 75 (3) of the *Ontario Securities Act* or equivalent provisions**

Not applicable.

7. **Omitted information**

Not applicable.

8. Senior Officer

For further information, please contact Hugues Simard, Chairman of the Board, at (514) 847-9155.

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Montreal, Quebec, this 17th day of February, 2003.

NETGRAPHE INC.

Per: (Signed) Marie-É. Chlumecky
Marie-É. Chlumecky
Assistant Secretary



February 6, 2003

For immediate release

Page 1 of 1

**NETGRAPHE INC. ANNOUNCES THE APPOINTMENTS OF
BRUNO LECLAIRE AS PRESIDENT AND CHIEF EXECUTIVE OFFICER
AND HUGUES SIMARD AS CHAIRMAN OF THE BOARD**

Montréal, Québec—Netgraphe Inc. announced today the appointment of Mr. Bruno Leclaire as President and Chief Executive Officer, replacing Mr. Hugues Simard who is appointed Chairman of Netgraphe's board of directors. Mr. Leclaire was previously President of Jobboom, the Company's leading employment site and one of its major sources of growth and profitability. "As one of the founding members of Jobboom, Mr. Leclaire has built a profitable, well-regarded business which has established itself as the undisputed leader in online employment in Quebec. He will now use that expertise and experience to lead Netgraphe into a necessary transition from a consolidation phase to a focused development phase with a goal to strengthen its position as Quebec's leading media Internet network and one of Canada's most popular." said Mr. Simard.

Affiliated to the Quebecor Media Group, Netgraphe is an integrated company offering various services such as e-commerce, information, communication and consulting in information technology. Netgraphe owns the CANOE network, which includes Canoe.ca, Canoe.qc.ca, La Toile du Québec (Toile.com), Webfin.com and Megagiciel.com. The network reaches 5.5 million unique online visitors per month (source: MediaMetrix). In addition, Netgraphe owns e-commerce sites specialized in the fields of employment (Jobboom.com), automobiles (Autonet.ca), personals (MatchContact.com), online shopping (Shop.canoe.ca) and classifieds (ClassifiedExtra.ca). Through its subsidiary Progisia Informatique, Netgraphe also offers IT consulting services of which e-commerce, outsourcing, integration and secure transaction environments. Netgraphe is listed on the Toronto Stock Exchange under the ticker www.

- 30 -

INFORMATION:

Hugues Simard
Chairman of the Board
Netgraphe Inc.
(514) 847-9155