

**MATERIAL CHANGE REPORT UNDER
SECTION 75(2) OF THE *SECURITIES ACT* (ONTARIO)**

1. Reporting Issuer

SLMsoft.com Inc.
1 Yorkdale Road, Suite 600
Toronto, Quebec
M6A 3A1

2. Date of Material Change

March 8, 2000

3. Press Release

The Issuer sent a press release announcing the material change on March 8, 2000 via Canada Newswire.

4. Summary of Material Change

The Issuer announced that it has negotiated a \$25.6 million private placement of special warrants with a syndicate led by National Bank Financial Inc., and including Yorkton Securities Inc. and Rampart Securities Inc., which provides for the placement of up to 3,800,000 special warrants at \$6.75 per special warrant. Each special warrant will be exercisable, without additional payment, into one limited voting share and one-half of one limited voting share purchase warrant of the company. This special warrant transaction is expected to close on March 15, 2000 and is subject to regulatory approval.

5. Full Description of Material Change

The Issuer announced that it has negotiated a \$25.6 million private placement of special warrants with a syndicate led by National Bank Financial Inc., and including Yorkton Securities Inc. and Rampart Securities Inc., which provides for the placement of up to 3,800,000 special warrants at \$6.75 per special warrant. Each special warrant will be exercisable, without additional payment, into one limited voting share and one-half of one limited voting share purchase warrant of the company. Each whole warrant will entitle the holder to acquire one limited voting share for \$8.00 for a period of 18 months from the closing date.

In connection with the issue and sale of special warrants the agents will receive a cash fee equal to 5% of the gross proceeds of the offering. As additional compensation, the Issuer will grant to the agents special agent options to acquire, without payment of additional consideration, that

number of compensation options equal to 7% of the aggregate number of special warrants issued and sold pursuant to the offering. Each compensation option will entitle the holder to acquire one limited voting share and one-half of one limited voting share purchase warrant for \$7.20 for a period of 18 months from the closing date. Each whole warrant will entitle the holder to acquire one limited voting share for \$8.00 for a period of 18 months from the closing date.

This special warrant transaction is expected to close on March 15, 2000. The company intends to qualify the limited voting shares and limited voting share purchase warrants of the company by filing a prospectus. This offering is subject to regulatory approval, including the Toronto Stock Exchange.

The Issuer intends to use the proceeds of this private placement to reduce bank indebtedness and increase sales and marketing capabilities. The balance will be added to the company's working capital and will be used to fund its ongoing operation. announced that it has negotiated a \$25.6 million private placement of special warrants

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

This report is not being filed on a confidential basis.

7. **Omitted Information**

No information has been omitted from this material change report.

8. **Senior Officer**

Dev Misir, Executive Vice President
Tel: (416) 787-9884 ext 2534

9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto this 13th day of March, 2000.

SLMSOFT.COM INC.

By: “Dev Misir”
Dev Misir
Executive Vice President.