

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

1. Reporting Issuer

SLMsoft.com Inc. (“SLM”)
1 Yorkdale Road
Suite 600
Toronto, Ontario
M6A 3A1

2. Date of Material Change

November 29, 2000

3. Press Release

Released to the financial press in Toronto, Ontario on November 30, 2000

4. Summary of Material Change

SLM announced on November 30, 2000 that it has entered into a definitive agreement to sell its check item and back office-processing operations in the U.S. to The InterCept Group Inc. for cash and equity valued at approximately \$110 million.

5. Full Description of Material Change

SLM announced on November 30, 2000 that it has entered into a definitive agreement to sell its check item and back office-processing operations in the U.S. to The InterCept Group Inc. for cash and equity valued at approximately \$110 million. Intercept will acquire the business for \$61 million in cash and approximately 1.25 million shares of InterCept’s stock. SLMsoft.com Inc. originally acquired these operations as part of the Bankline, Inc. acquisition two years ago for approximately \$18 million. The transaction is subject to regulatory approval and is expected to close early in the first quarter of 2001.

6. Reliance on Confidential Filing Provisions of Legislation

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 Officers**

For additional information with respect to this material change, the following person may be contacted:

Dev Misir
Executive Vice-President
Telephone: (416) 787-9884

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 8th day of December, 2000

SLMSOFT.COM INC.

by: "Dev Misir" _____

Dev Misir
Executive Vice-President