FORM 27

SECURITIES ACT (BRITISH COLUMBIA)

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE SECURITIES ACT AND SECTION 151 OF THE SECURITIES RULES

Item 1 Reporting Issuer

Net Nanny Software International Inc.

Item 2 Date of Material Change

March 8, 2000

Item 3 Press Release

Date: March 8, 2000.

Place of Issuance: Bellevue, Washington

Distributed through: Canadian Venture Exchange and Canadian Corporate News

Items 4 & 5 Summary and Full description of Material Change

Private Placement of 2,200,000 Units. Each unit consists of one common share and half a share purchase warrant. The warrants are exercisable for two years until January 18, 2002. One full warrant will entitle the holder to purchase one common share at a price of Cdn$1.40 in the first year and at a price of Cdn$1.61 in the second year. The securities are subject to a hold period expiring on May 18, 2000. In addition, a finder's fee in the amount of Cdn$182,500 will be paid to an individual residing in London.

Item 6 Reliance on Section 85(2)) of the Act

This report is not being filed on a confidential basis.

Item 7 Omitted Information

Not Applicable

Item 8 Senior Officers

To obtain further information, contact a director of the Issuer at
(604) 662-8522.

Item 9: Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia, this 8th day of March, 2000.

SIGNATURE	*"Gordon A. Ross"*
NAME	Gordon A. Ross
TITLE	President and CEO

Press Release

For more information, contact:

Nika Herford
Vice President, Public Affairs and Media
Net Nanny Software Inc.
Telephone: (425) 688-3008
Fax: (425) 688-3010
Email: PR@netnanny.com

For more information, contact:

Flora Wood
Investor Relations
CEF Inc.
Telephone: (416) 777-0001
Fax: (416) 777-1254
Email: IR@netnanny.com

CLOSE OF PRIVATE PLACEMENT

Bellevue, Washington, March 8, 2000– Net Nanny Software International Inc. **(CDNX: NNS, OTCBB: NNSWF)** advises that it has closed its private placement of 2,200,000 Units at a price of $1.40 per share which was previously announced on January 18, 2000, for gross proceeds of $3,080,000. Each unit consists of one common share in the capital of the Company and a non-transferable two-year half share purchase warrant. One full warrant will entitle the holder to purchase one common share at a price of $1.40 per share if exercised in the first year and at a price of $1.61 per share if exercised in the second year.

All securities issued are subject to a four-month hold period and may not be traded in British Columbia until May 18, 2000, unless traded pursuant to an exemption under the *Securities Act*. A cash finder's fee is payable to an individual with respect to this transaction.

On behalf of the Board of Directors

Net Nanny Software International Inc.

"Gordon Ross"
President and CEO

Note to Readers
Statements in this news release looking forward in time involve risks and uncertainties, including the risks associated with the effect of changing economic conditions, trends in the development of the Internet as a commercial medium, market acceptance risks, technological development risks, seasonality and other risk factors.

The Canadian Venture Exchange has not reviewed and does not accept responsibility for the adequacy or the accuracy of this Press Release.