

FORM 27

SECURITIES ACT (BRITISH COLUMBIA)

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

1. Reporting Issuer

Net Nanny Software International Inc.
Suite 910
1111 Melville Street
Vancouver, BC V6E 3V6

(the "Company")

2. Date of Material Change

March 27, 2000

3. Press Release

Date of Issuance: March 27, 2000

Place of Issuance: Bellevue, Washington

Distributed through: Canadian Corporate News and the
Canadian Venture Exchange

4. Summary of Material Change

The Corporation announced that an alliance had been formed with Network ICE, Corp. to promote their respective Internet protection solutions to families.

5. Full Description of Material Change

See attached News Release

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

Not Applicable

7. Omitted Information

Nil.

8. Senior Officer

Contact: Gordon A. Ross
President and Chief Executive Officer

Telephone: 1-425-688-3008

Facsimile: 1-425-688-3010

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Bellevue, Washington, this 27th day of March 2000.

NET NANNY SOFTWARE INTERNATIONAL INC.

“Gordon A. Ross”

Gordon A. Ross, President and CEO

Press Release

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NET NANNY AND NETWORK ICE FORM STRATEGIC ALLIANCE TO INCREASE PROTECTION FOR INTERNET USERS

*Companies to cross-promote products and raise collective awareness of child safety and
PC vulnerability online*

BELLEVUE, WASH, March 27, 1999 – Net Nanny Software International Inc. (CDNX: NNS, OTCBB: NNSWF) leading developers of Internet filtering and computer security software, and Network ICE, Corp., San Mateo, California-based providers of internet security, announce an agreement to promote their Internet protection solutions to families. Mounting concerns over inappropriate content, child stalking, identity theft, denial of service attacks and unauthorized intrusions highlight the need for sensible products such as Net Nanny® 3.1 and BlackICE Defender.

“Both Internet filtering and home firewall software are key additions to any household that has children and computer data to protect,” said Andrew Tull, Net Nanny’s VP of E-Commerce. “We see a perfect fit between our two companies because we are both focused on providing flexible tools that inform and help to control Internet access. We look forward to the benefits associated with cross-promotion and extending the scope of our alliance as we roll out new security offerings and tap into new distribution channels.”

Retailing at \$39.95, Net Nanny® 3.1 is compatible with Windows 3.1, ‘95 and ‘98 and BlackICE Defender, which retails at \$39.95 for a one-year subscription, is compatible with Windows ‘95, ‘98 and Windows NT. Interested parties can visit Net Nanny, at www.netnanny.com and Network ICE, at www.networkice.com, for more information.

“Always-On” Internet connections, now being offered through high-speed cable modems and digital subscriber lines (DSL), provide the perfect environment for curious kids or professional hackers to gain access to, and control over, defenseless systems. Unlike traditional dial-up connections that assign different IP addresses with each session, cable modems and DSL retain fixed IP addresses that do not change, making it easier for determined hackers to compromise a computer. These realities explain the growing trend in the marketplace for using personal firewall technology.

Consistently praised in the media for its ease-of-use, BlackICE Defender protects Internet users from hackers by detecting intruders, tracing their identity, and blocking their attacks.

“We are excited about the relationship with Net Nanny,” said Joe Farinella, Vice President of Sales. “They have taken a leadership position for promoting safe Internet surfing for families. Consumers need the protection that our collective products provide, which will fuel the growth of e-commerce and the Internet.

We look forward to cultivating this relationship as additional security-oriented initiatives present themselves.”

Executives from Network ICE, Inc. will be joining Net Nanny at its Open House today to celebrate its new U.S. headquarters. Executives from both companies are available on site from 11 a.m. to 1 p.m. to discuss the strategic alliance.

About Network ICE Inc.

Founded in 1998 by a team of network analysis and security experts from Network General and Network Associates (Nasdaq: NETA), Network ICE was created to provide turnkey Internet security solutions. Network ICE uses patent-pending technology to protect companies and home users from hackers by stopping the attack, tracing the identity of the intruder, and reporting the collated information. Designed to provide a comprehensive Intrusion Defense Network™ for the extended enterprise, Network ICE products provide capabilities beyond traditional intrusion detection products from Axent (Nasdaq:AXNT), ISS (Nasdaq:ISSX) and Network Associates. For more information, contact Jeff Charles, A&R Partners Public Relations, 650-762-2823, jcharles@arpartners.com, or visit the Network ICE Web site at www.networkice.com

Network ICE and BlackICE Defender are trademarks of Network ICE. All other companies and products listed herein are trademarks or registered trademarks of their respective holders.

About Net Nanny Software International Inc.

Net Nanny Software International Inc., a publicly traded company (OTCBB: NNSWF, CDNX: NNS) with headquarters and subsidiaries in the United States and Canada, specializes in Internet safety and computer security products for both the home and enterprise markets. Its globally recognized flagship product, Net Nanny®, was the first Internet filtering and child safety software product of its kind to ship, in January 1995. Widely regarded for its open lists and comprehensive features, Net Nanny continues to appeal to domestic and international audiences who appreciate its flexibility. The Company also ships another security-related product, PC Nanny™ and is field-testing an early beta of BioPassword® Log On for Windows NT, which uses its patented, software-only biometric authentication technology. The Company's products address the growing need to secure access to mission-critical computer data, and give users the freedom to choose options consistent with their individual needs and value systems. The Company is actively pursuing strategic alliances and other opportunities to leverage its security focus and brand recognition. For more information, contact the Company at www.netnanny.com or call (425) 688-3008.

On behalf of the Board of Directors

Net Nanny Software International Inc.

“Gordon A. Ross”

President and CEO

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.