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 "Corporation")

2. Date of Material Change

November 15, 2000

3. Press Release

Date of Issuance:	February 12, 2001
Place of Issuance:	Bellevue, Washington
Distributed through:	Canadian Corporate News and the Canadian Venture Exchange

4. Summary of Material Change

The Corporation continued from British Columbia into the Yukon Territory, effective November 15, 2000.

5. Full Description of Material Change

The Corporation continued from British Columbia into the Yukon Territory, effective November 15, 2000. The Corporation's shareholders approved the continuance at the annual general meeting held November 3, 2000, and the B.C. Registrar of Companies' approval was received on September 27, 2000.

Please also see attached News Release.

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

Not Applicable

7. Omitted Information

Nil.

8. Senior Officer

Contact: Linda Holmes
Corporate Secretary

Telephone: 1-604-525-2757
Facsimile: 1-604-525-6721

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 12th of February 2001.

NET NANNY SOFTWARE INTERNATIONAL INC.

"Linda Holmes"

Linda Holmes, Corporate Secretary

Press Release

For more information, contact:

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Grant of Incentive Stock Options

Bellevue, Washington, February 12, 2001 — Net Nanny Software International Inc. (the "Corporation") **(CDNX: NNS, OTCBB: NNSWF)** announces the granting today of incentive stock options to purchase an aggregate of 1,662,500 common shares in the capital stock of the Company to directors, officers and employees of the Company, exercisable at $0.64 per share for a period of five years ending February 12, 2006, subject to appropriate regulatory approval. The option price is the average of the previous ten trading days.

The Corporation also announces that, effective November 15, 2000, it has continued out of British Columbia and into the Yukon Territory. The Corporation is now subject to the Yukon *Business Corporations Act*. The continuance into the Yukon was approved by the Corporation's shareholders on November 3, 2000 and by the British Columbia Registrar of Companies on September 27, 2000.

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On behalf of the Board of Directors

Net Nanny Software International Inc.

"Gordon A. Ross"

Gordon A. 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.