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 23, 2001

Item 3 Press Release

Date: April 2, 2001.

Place of Issuance: Bellevue, Washington

Distributed through: Canadian Venture Exchange and PR Newswire

Items 4 & 5 Summary and Full description of Material Change

Closing of First Tranche (500,000 Units) of a total Private Placement of 2,500,000 Units. Each unit consists of one common share and one share purchase warrant. The warrants are exercisable for two years until February 21, 2003. One warrant will entitle the holder to purchase one common share at a price of Cdn$0.40 in the first year (for the First Tranche of 500,000 warrants only – the remaining warrants will be exercisable at Cdn$0.50 in both the firs and second years) and at a price of Cdn$0.50 in the second year. The securities are subject to a hold period expiring on June 21, 2001. In addition, a finder's fee with respect to the First Tranche, in the amount of Cdn$20,000, will be paid to an individual residing in Spain.

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 2nd day of April, 2001.

SIGNATURE	*"Linda Holmes"*
NAME	Linda Holmes
TITLE	Corporate Secretary

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
Cell Phone: (206) 601-3616
Email: PR@netnanny.com

FIRST TRANCHE OF PRIVATE PLACEMENT CLOSED

Bellevue, Washington, April 2, 2001– Net Nanny Software International Inc**.** (NNS.V) (OTCBB: NNSWF**)** is pleased to announce that the Company has closed the first tranche (500,000 Units) of a 2,500,000 Unit private placement announced February 21, 2001, for gross proceeds of CDN$200,000. The Units are comprised of one common share and one common share purchase warrant at a price of CDN$0.40. A finder's fee of CDN$20,000 is payable for the first tranche. The warrants are exercisable for two years. For the first tranche, one warrant entitles the holder to purchase one common share at a price of CDN $0.40 if exercised in the first year and at price of CDN $0.50 if exercised in the second year. The remainder of the private placement warrants are exercisable at a price of CDN $0.50 in years 1 and 2. The common shares and any shares issued pursuant to the exercise of warrants are subject to a four month hold period expiring June 21, 2001.

The proceeds of the offering are to be used for general working capital requirements.

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.

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