

**BC FORM 53-901F
(Previously Form 27)**

**MATERIAL CHANGE REPORT UNDER SECTION 85 (1) OF THE
SECURITIES ACT (BRITISH COLUMBIA)**

1. Reporting Issuer

Net Nanny Software International Inc.
Suite 200, 15831 NE 8th Street
Bellevue, Washington 98008

(the "Corporation")

2. Date of Material Change

August 21, 2001

3. Press Release

Date of Issuance: August 21, 2001

Place of Issuance: Bellevue, Washington

Distributed through: PR Newswire and the
Canadian Venture Exchange

4. Summary of Material Change

Two directors of the Corporation resigned and a new director was appointed.

5. Full Description of Material Change

Effective August 1, 2001, Keith E. Spencer resigned as a director and effective August 9, 2001, Lawrence B. Berrigan resigned as a director of the Corporation. A. Greg Danielson, CFO of the Corporation, was appointed a director on August 10, 2001. (See also Press Release attached)

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

Not Applicable

7. Omitted Information

Nil.

8. Senior Officers

Contact: Gordon A. Ross
President and Chief Executive Officer

Telephone: 1-425-688-3008
Facsimile: 1-707-220-2136

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 24th day of August 2001.

NET NANNY SOFTWARE INTERNATIONAL INC.

"Linda Holmes"

Linda Holmes, Corporate Secretary

PRESS RELEASE

For more information, contact:

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NET NANNY ANNOUNCES CHANGES TO THE BOARD OF DIRECTORS

Bellevue, Washington, August 21, 2001 –Net Nanny Software International Inc. (**CDNX: NNS**) (**OTCBB: NNSWF**) announced changes to the Board of Directors. Effective August 1 and 9, 2001, respectively, Keith E. Spencer and Lawrence A. Berrigan resigned as directors of the Corporation. Greg Danielson was appointed as a director effective August 10, 2001. Mr. Danielson also serves as the Chief Financial Officer of the Corporation. The current Directors of the Company are Gordon A. Ross, Clive de Larrabeiti, Harmon R. Leonard III, Douglas V. Dzurko and Greg Danielson.

On behalf of the Board of Directors

Net Nanny Software International Inc.

“Gordon A. Ross”

President and CEO

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