**eDISPATCH.COM WIRELESS DATA INC.**

**MATERIAL CHANGE REPORT**
THIS MATERIAL CHANGE REPORT IS BEING FILED WITH THE APPROPRIATE SECURITIES REGULATORY AUTHORITIES TO COMPLY WITH THE REQUIREMENTS OF:

SUBSECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)
SUBSECTION 118(1) OF THE SECURITIES ACT (ALBERTA)
SECTION 73 OF THE SECURITIES ACT (QUEBEC)
SUBSECTION 75(2) OF THE SECURITIES ACT (ONTARIO)

1. REPORTING ISSUER

eDispatch.com Wireless Data Inc. (the "Issuer")
215 - 4400 Dominion Street
Burnaby, B.C. V5G 4G3

2. DATE OF MATERIAL CHANGE

January 26, 2000

3. PRESS RELEASE

A press release reporting the material change was issued in Burnaby, British Columbia, on January 26, 2000 and is attached hereto as Schedule "A". A supplemental press release was issued in Vancouver, British Columbia, on January 28, 2000 and is attached hereto as Schedule "B".

4. SUMMARY OF MATERIAL CHANGE

On January 26, 2000, the Issuer entered into an agreement with an underwriting syndicate led by CIBC World Markets Inc. and Sprott Securities Limited (collectively, the "Underwriters") to issue on a private placement basis 2,500,000 Special Warrants at a price of $10.50 per Special Warrant, to raise gross proceeds of $26.25 million. Each Special Warrant will be exercisable, without payment of any additional consideration, into one common share in the capital of the Issuer.

The financing is scheduled to close on or about February 15, 2000 (the "Closing") and is subject to confirmatory due diligence by the Underwriters and all necessary regulatory approvals.

5. FULL DESCRIPTION OF MATERIAL CHANGE

On January 26, 2000, the Issuer entered into an agreement with the Underwriters to issue on a private placement basis 2,500,000 Special Warrants at a price of $10.50 per Special Warrant, to raise gross proceeds of $26.25 million. In addition, the Issuer granted the

Underwriters an over allotment option, exercisable at Closing, to purchase an additional 500,000 Special Warrants under the same terms. Each Special Warrant will be exercisable, without payment of any additional consideration, into one common share in the capital of the Issuer.

At Closing, the proceeds of the financing will be placed in trust under a special warrant indenture creating the Special Warrants until such time, inter alia, as receipts for the Issuer's prospectus qualifying the underlying common shares have been received. If a receipt for the prospectus has not been obtained in a jurisdiction in which the prospectus is filed within 90 days of Closing, each of the Special Warrant holders resident in such jurisdiction will be entitled to receive 1.1 common shares of the Company for each Special Warrant held.

The Underwriters will receive a 6% commission on the gross proceeds of the financing. At the Closing, the Underwriters will also receive compensation options entitling them to acquire such number of common shares of the Issuer as is equal to 5% of the number of common shares issuable upon the exercise of the Special Warrants. The compensation options are exercisable over a two year period from the Closing at an exercise price of $10.50 per share.

The financing is scheduled to close on or about February 15, 2000 and is subject to confirmatory due diligence by the Underwriters and all necessary regulatory approvals.

6. CONFIDENTIAL REPORT

Not Applicable

7. OMITTED INFORMATION

No significant facts have been omitted from this report.

8. SENIOR OFFICERS

The following senior officer is knowledgeable with respect to the material change and may be contacted for more information:

Brian Ellis, President & Chief Executive Officer
Tel: (604) 320-2111
Fax: (604) 320-2101

9. STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

DATED at Burnaby, British Columbia, this 4th day of February, 2000.

*"Donald Schick"*

DONALD SCHICK
Secretary & Chief Financial Officer

## SCHEDULE “A”

Press Release of eDispatch.com Wireless Data Inc.
dated January 26, 2000

**NOT FOR DISTRIBUTION IN THE U.S.**

# eDispatch.com Wireless Data Inc. to Issue $26.25 million of Common Shares

## Press Release

**Burnaby, British Columbia, January 26, 2000** - eDispatch.com Wireless Data Inc. ("eDispatch" or "the Company") is pleased to announce that it has entered into an agreement with an underwriting syndicate led by CIBC World Markets Inc. and Sprott Securities Ltd., to issue on a private placement basis and subject to regulatory approval, 2,500,000 special warrants at a price of $10.50 per special warrant for gross proceeds of $26.25 million. The Underwriters have also been granted an option for 500,000 special warrants under the same terms. The net proceeds of the offering will be used to fund the roll-out of the Company's products and services such as applications hosting, maintenance and customer support, and for general corporate purposes.

Each special warrant will be exercisable into one common share at no additional consideration. The financing is expected to close on or about February 15, 2000. The Company expects to file a preliminary prospectus with the securities regulatory authorities across Canada to qualify for distribution the common shares to be issued upon exercise of the special warrants.

The offered securities will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from the registration requirements of the U.S. Securities Act.

For further information please contact:

**Brian Ellis**
President & CEO
eDispatch.com Wireless Data Inc.
215 - 4400 Dominion Street
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V5G 4G3

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# SCHEDULE “B”

Press Release of eDispatch.com Wireless Data Inc.
dated January 28, 2000

**PRESS RELEASE**

**Additional Details of Special Warrant Financing**

Vancouver, B.C. – January 28, 2000 – On January 26, 2000, eDispatch.com Wireless Data Inc. (CDNX.EWD) announced that it had entered into an agreement with an underwriting syndicate led by CIBC World Markets Inc. and Sprott Securities Limited to issue on a private placement basis and subject to regulatory approval, 2.5 million special warrants at $10.50 per special warrant, to raise gross proceeds of $26.25 million. Additional terms of that agreement are as follows. Each special warrant will be exercisable, without payment of any additional consideration, into one common share of the Company. At closing, the entire proceeds from the sale of the special warrants will be placed in trust under a special warrant indenture until such time, inter alia, as receipts for the Company's prospectus qualifying the underlying common shares have been received. If a receipt for the prospectus has not been obtained in a jurisdiction in which the prospectus is filed within 90 days of the closing date, each of the special warrant holders resident in such jurisdiction will be entitled to receive 1.1 common shares of the Company for each special warrant held.

In addition, the Company granted the underwriters compensation options entitling them to acquire such number of common shares as is equal to 5% of the number of common shares issuable upon the exercise of the special warrants. The compensation options are exercisable over a two year period from the closing of the financing at an exercise price of $10.50 per share.

The financing is scheduled to close on or about February 15, 2000 and is subject to confirmatory due diligence by the underwriters and all necessary regulatory approvals.

**About eDispatch.com Wireless Data Inc.**

eDispatch.com develops, markets and licenses Internet-based application software to wireless communications providers worldwide, delivering business benefits such as increased customer service, reduced operations costs, and improved mobile workforce management to organizations in a highly cost-effective manner. eDispatch.com also provides related services such as application hosting, support and maintenance.

The Company's first application software product is a dispatching solution that brings together computer automation, wireless data, and the Internet. The system consists of an Internet based software application, wireless data airtime, and two-way mobile devices to allow mobile workers to liase with corporate information systems on a real-time basis.

For more information contact:

Brian J. Ellis,
President and CEO,
eDispatch.com Wireless Data Inc.
(604) 320-2100
bellis@edispatch.com

*"Donald Schick"*
Donald Schick, Chief Financial Officer & Secretary

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

**NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES.**