

FORM 27

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 67 (1) OF THE ACT

- ITEM 1 REPORTING ISSUER**
WORLD WISE TECHNOLOGIES INC.
- ITEM 2 DATE OF MATERIAL CHANGE**
November 3, 2000
- ITEM 3 PRESS RELEASE**
Press release through the facilities of the Canadian Dealing Network
- ITEM 4 SUMMARY OF MATERIAL CHANGE**
World Wise concludes acquisition of TNT Technologies and the license agreement of its internet enabled software ASP model.
- ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE**
See attached press release schedule "A"
- ITEM 6 RELIANCE ON SECTION 67 (2) OF THE ACT**
N/A
- ITEM 7 OMITTED INFORMATION**
N/A
- ITEM 8 SENIOR OFFICERS**
Michael C. Fascia - President & C.E.O.
- ITEM 9 STATEMENT OF SENIOR OFFICER**
The foregoing accurately discloses the material change referred to herein.

signed "Michael C. Fascia" _____

Michael C. Fascia / President & C.E.O.



PRESS RELEASE

November 14, 2000

CDNX SYMBOL:YWW
Shares outstanding: 31,715,385
Web site: www.worldwise.ca

WORLD WISE CONCLUDES THE ACQUISITION OF TNT TECHNOLOGIES AND LICENSE AGREEMENT OF ITS INTERNET ENABLED SOFTWARE ASP MODEL

Mississauga, Ontario - World Wise Technologies Inc. ("World Wise") today announced it has completed the acquisition of a 60% equity interest, on a fully diluted basis, of privately held Tools Not Toys Technologies Inc. ("TNT"), and the License Agreement to introduce its Total Integrated Manufacturing Systems ("TIMS") software ASP model to the market place.

The agreement calls for the issuance of 1,500,000 common shares of World Wise to the TNT shareholders valued at \$600,000. This represents about 5% of the issued and outstanding shares of World Wise. As part of the Agreement, World Wise has licensed exclusively to TNT, General Cybernetics' Robcon simulation and control software, MES (Manufacturing Execution Systems) and QES (Quality Execution Systems) software programs. In addition, TNT will pay World Wise 25% royalty on all revenues generated from GCI's ASP products. World Wise, through TNT, will also have the option to acquire the High Security Internet Remote Access System being developed by an affiliate of TNT, Intellitech Systems Inc..

GCI's Robcon simulation and control software, featured on World Wise's e-commerce site, allows for significant flexibility in determining manufacturing parameters. Both the Manufacturing and Quality Execution Systems are Internet/Intranet compliant and deliverable globally through an ASP (Application Service Provider). The QES software under development is designed to bridge the communication gap between widely used manufacturing shop floor programs and traditional ERP (Enterprise Resource Planning) programs, on a real time basis.

Based in Markham, Ontario, operating as TNT Technologies, Tools Not Toys Technologies Inc. is a provider of Internet products and services to its clients, including ISP and ASP (application service provider) hosting. The products focus on automated telecommunications switches for voice and data usage, with Internet security port options. These products include a line of 4 models of the Smart Telco Switch ("STS"). The STS have the following features: Timed Switching, switches voice lines to modem at a programmed time;



Line-on-Request, switches voice line to modem on request and back when finished; Internet Security Port, reduces the chances of hackers infiltrating the corporate LAN; Caller ID Based Security, when enabled allows only preprogrammed phone numbers into the modem pool, and Caller ID based Switching, instantly switches voice lines to modem when a wireless user calls in. TNT will move into World Wise's Mississauga headquarters at the end of this month, however, TNT will continue to operate its ISP center and ASP hosting from its present site at 20 Eglinton Avenue East, Toronto.

TNT maintains a 40% equity interest in Intellitech Systems Inc., which is involved in the development of a High Security Internet and Remote Access System. This system will operate through the Smart Telco Switch, which will authenticate the Caller ID and allows the client to connect to the Communication/Firewall Server with a password. The user's call then goes through a series of Port Scrambling programmed into the system before the user can access any information. Intellitech contemplates that a prototype will be ready for demonstration in the next six months.

World Wise Technologies Inc. is a public company operating three distinct, but related, business units, specializing in the development and marketing of **fuzzy-driven** Application Specific technology for the purpose of providing Totally-Integrated Manufacturing Systems ("TIMS") and Business Intelligence Solutions. The wholly owned subsidiary, **General Cybernetics Inc.** specializes in the design, integration and marketing of Robotics and Advanced Computing Products. World Wise has established two new divisions within the Company: the **RobSim.com** division is an on-line, one source to easy problem solving tool for engineers, plant managers, business persons and entrepreneurs; the **FDSP System Solution** division focuses on the implementation of the Fuzzy Digital Processor core for specific applications.

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

For further information, please contact:

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