

THIS IS THE FORM OF A MATERIAL CHANGE REPORT REQUIRED UNDER SECTION 85(1) OF THE SECURITIES ACT.

**FORM 27
SECURITIES ACT**

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

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this are complied with.

NOTE: Every report required to be filed under section 85(1) of the Act shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure".

NOTE: WHERE THE REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL - SECTION 85", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL".

Item 1. Reporting Issuer

State the full name, address and telephone number of the principal office in Canada of the reporting issuer:

The name of the reporting issuer is Consolidated Maymac Petroleum Corporation (the "Issuer"). Its principal office is located at Suite 280 - 815 West Hastings Street, Vancouver, B.C. V6C 1B4, and its telephone number is (604) 608-1500.

Consolidated Maymac Petroleum Corporation is an Exchange Issuer.

Item 2. Date of Material Change

January 13, 2000 is the date of this news release.

Item 3. Press Release

State the date and place(s) of issuance of the press release issued pursuant to Section 85(1) of the Act.

Press release issued January 13, 2000 to Market News and Canada Stockwatch.

Item 4. Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change:

The Issuer announced that it intends to focus its future business strategy on the acquisition of and investment in start up technology / internet companies. To facilitate this focus, it has entered into an agreement with Canaccord Capital Corporation ("Canaccord") where Canaccord will raise up to \$2,500,000 for the Issuer and act as broker sponsor for its change of business.

The Issuer has entered into an agency agreement with Canaccord whereby Canaccord is acting as the exclusive agent to place up to 2,500,000 special warrants (the "Special Warrants") at a purchase price of \$1.00 per Special Warrant. Each Special Warrant will be convertible to one share and one share purchase warrant exercisable at \$1.00 in the first year and \$1.15 in the second year. Canaccord will receive a commission of 10% of the gross proceeds of the financing, payable as 50% in cash and 50% in shares at a deemed price of \$1.00 per share. Canaccord will also receive Series "B" Agent's special warrants convertible to Agent's Warrants exercisable for a two year period at \$1.00 in the first year and \$1.15 in the second year. The number of Series "B" Agent's special warrants will be equal to 10% of the number of Special Warrants placed in the offering.

Proceeds from the sale of the Special Warrants will be used to finance future acquisitions by the Issuer of interests in start-up technology/internet companies. No acquisition targets have presently been identified by the Issuer's management.

The Issuer intends to pursue a future business strategy of investing in start-up technology / internet companies. The Issuer's management, which has had considerable success and experience in the high-tech sector, believes that this will be a successful strategy because it will allow the Issuer, by investing in a number of other companies, to diversify its business risk much in the same way that a mutual fund or diverse stock portfolio diversifies risk.

The financing of the Issuer by way of the Special Warrant offering and its intention to focus its future business efforts on the acquisition of and investment in start-up technology / internet companies constitutes a change of business under the policies of the CDNX. As a result, the Issuer has been required to secure a sponsor and to undertake a change of business review process with the CDNX. The Issuer has elected to undertake a change of business review process under the former Vancouver Stock Exchange policies and will not yet elect to implement the recently introduced CDNX policies.

Canaccord has agreed, pursuant to a sponsorship agreement dated January 7, 2000, to sponsor the Issuer's change of business. A sponsorship fee of \$8,250 is payable on execution. An additional \$8,250 is payable on completion of the Special Warrant offering described above.

Updates on the Issuer's progress in obtaining CDNX acceptance for filing of its change of business and concurrent financing will be made publically available by way of news release.

At this time, it is not anticipated that the change of business and financing will require shareholder approval at an Extraordinary General Meeting of shareholders.

Trading in the Issuer's shares was halted on December 7, 1999 until such time as the Issuer's sponsor, Canaccord, has completed its initial review and initial due diligence concerning the Issuer's proposed business. Canaccord has now requested the CDNX permit trading in the Issuer's shares to resume.

Trading activity in the Issuer's shares and the Issuer's share price were unusually high in the days leading up to the Issuer requesting a halt in trading of its shares.

Management of the Issuer believes that this trading activity and share price increase are probably attributable to the increase in the stock price of Sideware Systems Inc. who have a common officer/director, a company involved in the business of developing customer service solutions for e-business whose share price has risen from US\$1.65 on December 1, 1999 to a recent trading high of US\$10.15 in recent weeks.

The Issuer has no financial or business association with Sideware Systems Inc. or any of its subsidiaries.

Item 5.

Full Description of Material Change

Supplement the summary required under Item 4 with the disclosure that should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

This description of the significant facts relating to the material change will therefore include some or all of the following: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the reporting issuer or its subsidiaries. Specific financial forecasts would not normally be required to comply with this form. The above list merely describes examples of some of the facts that may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation:

The Issuer announced that it intends to focus its future business strategy on the acquisition of and investment in start up technology / internet companies. To facilitate this focus, it has entered into an agreement with Canaccord Capital Corporation ("Canaccord") where Canaccord will raise up to \$2,500,000 for the Issuer and act as broker sponsor for its change of business.

The Issuer has entered into an agency agreement with Canaccord whereby Canaccord is acting as the exclusive agent to place up to 2,500,000 special warrants (the "Special Warrants") at a purchase price of \$1.00 per Special Warrant. Each Special Warrant will be convertible to one share and one share purchase warrant exercisable at \$1.00 in the first year and \$1.15 in the second year. Canaccord will receive a commission of 10% of the gross proceeds of the financing, payable as 50% in cash and 50% in shares at a deemed price of \$1.00 per share. Canaccord will also receive Series "B" Agent's special warrants convertible to Agent's Warrants exercisable for a two year period at \$1.00 in the first year and \$1.15 in the second year. The number of Series "B" Agent's special warrants will be equal to 10% of the number of Special Warrants placed in the offering.

Proceeds from the sale of the Special Warrants will be used to finance future acquisitions by the Issuer of interests in start-up technology/internet companies. No acquisition targets have presently been identified by the Issuer's management.

The Issuer intends to pursue a future business strategy of investing in start-up technology / internet companies. The Issuer's management, which has had

considerable success and experience in the high-tech sector, believes that this will be a successful strategy because it will allow the Issuer, by investing in a number of other companies, to diversify its business risk much in the same way that a mutual fund or diverse stock portfolio diversifies risk.

James Leo Speros, the President and Chief Operations Officer of Sideware Corporation, a wholly owned subsidiary of Sideware Systems Inc. ("Sideware"), and Louis C. Capannelli, the Manager of Business Development of Sideware, are both Directors of the Issuer.

James Speros (40) joined the Issuer's Board in September of 1999. He has a B.Sc.(Business Administration) (1982) from Clemson University in Clemson, South Carolina and has been with Sideware since August 1998. Prior to joining Sideware, he was the President and Chairman of the Board of the Baltimore Stallions, of Baltimore, Maryland; and from February 1990 to February 1994 he was the President of Champions Development Corp. of Herndon, Virginia.

Louis Capannelli (41) joined the Issuer Board in October of 1999. He has a B.Sc.(Finance and Marketing) (1983) from the University of Maryland, in College Park, Maryland. Mr. Capannelli has been with Sideware since March 1998. From January 1995 to March 1998 he was President of LBS Realty Association of Alexandria, Virginia; from January 1987 to January 1995 he was Vice-President of Lease Audit & Analysis of Washington, D.C.

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Updates on the Issuer's progress in obtaining CDNX acceptance for filing of its change of business and concurrent financing will be made publically available by way of news release.

At this time, it is not anticipated that the change of business and financing will require shareholder approval at an Extraordinary General Meeting of shareholders.

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Trading activity in the Issuer's shares and the Issuer's share price were unusually high in the days leading up to the Issuer requesting a halt in trading of its shares. Management of the Issuer believes that this trading activity and share price increase are probably attributable to the increase in the stock price of Sideware Systems Inc. who have a common officer/director, a company involved in the business of developing customer service solutions for e-business whose share price has risen from US\$1.65 on December 1, 1999 to a recent trading high of US\$10.15 in recent weeks.

The Issuer has no financial or business association with Sideware Systems Inc. or any of its subsidiaries.

Item 6. Reliance on Section 85(2) of the Act
If the report is being filed on a confidential basis in reliance on Section 85(2) of the Act, state the reasons for such reliance.

N/A

INSTRUCTION:

Refer to Section 85(3) of the Act concerning continuing obligations in respect of reports filed pursuant to this subsection:

N/A

Item 7. Omitted Information

In certain circumstances where a material change has occurred and a material change report has been or is about to be filed but Section 85 (3) of the Act will no longer or will not be relied upon, a reporting issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain in confidential and not be disclosed or not be disclosed in full detail in the material change report.

State whether any information has been omitted on this basis and provide the reasons for any such commission in sufficient detail to permit the Commission to exercise its discretion pursuant to Section 169(4) of the Act. The reasons for the omission may be obtained in a separate letter filed as provided in Section 153 of the Rules:

N/A

Item 8. Senior Officers
To facilitate any necessary follow up by the Commission, give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom such senior officer may be contacted by the Commission:

Further information may be obtained from Richard Silas, director, at (604) 608-1500.

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, B.C., this 14th day of January, 2000.

**CONSOLIDATED MAYMAC
PETROLEUM CORPORATION**

“Richard Silas”

Signature
Richard Silas, Director
Capacity with Reporting Issuer