

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

OceanLake Commerce Inc. (the "**Issuer**")
467 Edgely Boulevard, Unit 2
Concord, ON L4K 4E9

Item 2. Date of Material Change

June 12, 2006.

Item 3. Press Release

Press release issued on June 12, 2006 via Singapore and Canadian news wire services, a copy of which has been filed via SEDAR.

Item 4. Summary of Material Change

The Issuer announced that its strategic partner, Datapax Inc., has reached an agreement with Smart Communications for the use of OceanLake's Mobile Gateway.

Item 5. Full Description of Material Change

The Issuer announced that its strategic partner, Datapax Inc. ("**Datapax**"), the Philippines' leading provider of mobile applications, has reached an agreement with Smart Communications ("**Smart**") for the use of OceanLake's Mobile Gateway. Under the terms of this agreement, Smart will market mobile Gateway to its more than 20 Million users under the name SmartSurf® where it will form the cornerstone of Smart's mobile internet service offering. Smart is a wholly owned subsidiary of the Philippines' dominant telecommunication carrier, the Phillipine Long Distance Telephone Company (NYSE:PLDT).

"This agreement with Smart makes OceanLake's products and services available to more than 50 million users across Asia", said William Car, OceanLake's President and CEO. "Smart is the largest mobile carrier in the Philippines and Filipinos are among the world's largest *per capita* consumers of mobile internet services. By using SmartSurf®, Smart's users will gain access to the entire internet from their handsets, greatly enhancing their mobile internet experience and also driving revenue for Smart, Datapax and OceanLake", added Car.

Across Asia, and particularly in the Philippines, data-ready mobile phones serve as a primary means for many people to access and surf the internet. Unfortunately, the reduced size of the screen on most mobile handsets and other

technical restrictions, often limits the range of sites accessible to mobile users. *Mobile Gateway* removes these restrictions and makes the entire internet available by re-formatting all websites in a way that makes them viewable and fully interactive with any data-ready mobile phone or PDA. In this way, *Mobile Gateway* brings the full commercial, educational and entertainment potential of the internet to regions that have modern mobile networks but limited penetration of personal computers.

OceanLake's Mobile Gateway and WPMail mobile push mail products are part of a suite of services for mobile carriers that allow users with internet-enabled mobile phones and PDAs to (i) view and interact in a meaningful way with all sites on the internet, and (ii) send and receive e-mail from their existing e-mail accounts at a fraction of the cost of the Blackberry® or similar services. OceanLake markets these services on a global basis directly to consumers and carriers through a network of regional partners.

Item 6. Reliance on Section 75(3) of the Act

Not Applicable.

Item 7. Omitted Information

No information has been omitted from this material change report.

Item 8. Senior Officer

The following senior office of the Issuer is knowledgeable about the material change and the Report and may be contacted by the Commission as follows:

William Car, Chief Executive Officer
Telephone: 416-568-5267
Internet: www.oceanlake.com

DATED as of June 15, 2006.

OCEANLAKE COMMERCE INC.

"William Car"
Per: _____
WILLIAM CAR
Chief Executive Officer