

**FORM 27**  
**SECURITIES ACT**

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

1. Reporting Issuer

The full name and address of the principal office in Canada of the Company is:

**DATINVEST INTERNATIONAL LTD.**  
1201 Pender Street West, Suite 103  
Vancouver, B.C. V6E 2V2

2. Date of Material Change

June 9, 2000

3. Press Release

The date and place of issuance of the press release is as follows:

Date of Issuance: June 9, 2000  
Place of Issuance: Vancouver, British Columbia

4. Summary of Material Change

Subject to regulatory and shareholder approval, the issuance of shares for debt announced on May 19, 2000 will be re-priced. The Company will issue 1,158,355 common shares at a price of \$0.20 per share in settlement of the debt totalling \$231,671. Cresco Management (Canada) Ltd. has arranged a \$1.0 million, 2-year convertible secured debenture financing for the Company to fund ongoing development of the eLogistics Market and for general working capital purposes.

5. Full Description of Material Change

In light of the poor First Quarter results reported on May 29, 2000, the issuance of the shares for debt announced in the Company's news release dated May 19, 2000 will be re-priced. The Company will issue 1,158,355 common shares at a price of \$0.20 per share in settlement of the debt totalling \$231,671. The Company is seeking shareholder approval for the issuance of such shares at its annual and extraordinary general meeting to be held on June 30, 2000. This transaction is also subject to the approval of regulatory authorities.

The Company announces that under its mandate to restructure the Company, Cresco Management (Canada) Ltd. ("Cresco") has arranged a \$1.0 million, 2-year convertible secured debenture financing. The debenture will bear interest at 12% per annum payable quarterly in arrears and will be secured by the underlying assets of Datinvest and its subsidiaries in Switzerland and Germany. The debenture has a conversion feature at the option of the holder at a price of \$0.20 per share as the shares are presently constituted. Interest accrued and payable

under the debenture, may, at the option of the holder, be paid in cash or in shares at a conversion price equal to the market price of the Company's shares at the time of payment. Erich Bam, a director of the Company is also a director of Cresco. This transaction is subject to the approval of regulatory authorities. The proceeds of the debenture financing will be used to fund ongoing development of the eLogistics Market and for general working capital purposes.

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

Not applicable.

7. Omitted Information

No significant facts remain confidential and no information has been omitted in this report.

8. Senior Officer

The name and business telephone number of a senior officer of the Company who is knowledgeable about the material change is as follows:

Name: Louise Bastien, Secretary  
Bus. Tel: (604) 681-9100

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia, this 9th day of June, 2000.

**DATINVEST INTERNATIONAL LTD.**

Per:                   "signed"                    
Louise Bastien  
Secretary