

FORM 27

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. Reporting Issuer

Ballad Enterprises Ltd.
501 - 905 West Pender Street
Vancouver, BC V6C 1L6

Item 2. Date of Material Change

April 28, 2000

Item 3. Press Release

Press Release dated April 28, 2000 and disseminated to the Vancouver Stockwatch Magazine, B.C. Securities Commission, Market News Publishing and George Cross News Letter.

Place of Issuance: Vancouver, British Columbia.

Item 4. Summary of Material Change

The Issuer announces the formation of a Technology Advisory Board and the appointment of Jeff Snider to the Technology Advisory Board. The Issuer also announces that it is not proceeding with certain earlier announced private placement and announces a private placement of its securities.

Item 5. Full Description of Material Change

The Issuer is pleased to announce the formation of a Technology Advisory Board. Brian Harris, Ballad's vice-president, technology, will head the Board.

Mr. Harris states "the formation of a Technology Advisory Board is essential as Ballad reviews investments in quality technology and internet based businesses. It is vital to have bright, current minds collaborating when evaluating opportunities in the new economy."

The Issuer is very pleased to announce the addition of Mr. Jeff Snider to its Technology Advisory Board.

Mr. Snider has played key roles in developing internet secure software for public access for over 15 years. Mr. Snider is a pioneer in internet security software and his vision helped lay the foundation for a number of the secure internet modules in public use today. Many internet processes and applications based on secure technology have

been put into commercial production under Mr. Snider's leadership, and direction. Public accessible platforms designed and developed by Mr. Snider are now in place in the B.C. Automobile Association. His designs have been used by major corporations including B.C. Tel Mobility, the Motor Vehicle Branch of B.C. and the motor vehicle branch in Washington State to name a few. He also designed Chapters Bookstores' secure public internet platforms.

Mr. Snider was also instrumental in the design and development of Netlock internet security software which was introduced in 1996. Recently, Mr. Snider was responsible for the development and installation of a secure internet access installation at a U.S. Military base in Germany. This operation used Netlock's secure internet technology as its platform. This software has been translated and sold internationally for secure public use of internet applications.

Mr. Snider's security software expertise is of particular importance to the Issuer in connection with its proposed acquisition of an interest in Private Delivery®. Private Delivery® technology routes e-mail and documents utilizing its own private intranet network providing secure and confidential delivery of confidential documents and information for a wide and diverse number of applications.

Mr. Snider is particularly adept at adapting technologies to profitable commercial applications. He founded Electronic Reservation Services and while there managed the development of secure hotel reservation systems in Canada and the USA for major airports and hotel chains. He has played key roles in software development, manufacturing and design of public use interfaces in both hardware and touch screen applications. In 1993, he founded InfoTouch Technologies Inc. and served as President and Chief Technology Officer until February, 2000. InfoTouch is a successful technology company whose shares trade on the Canadian Venture Exchange.

Mr. Snider is currently the Chief Technical Officer of Quadra Technologies Inc., a private consulting, technology and implementation company developing intelligent software applications to add to cutting edge products that help improve computer network design and security of online applications for public operations. At Quadra Technologies Mr. Snider's responsibilities have been and continue to be leading the research and development of security software for internet access. Mr. Snider is a true visionary in the evolving world of the internet. He is also familiar with the challenges of running large, high tech professional services organizations and developing internet related technologies.

Mr. Snider joins Mr. Harris on the Issuer's Technology Advisory Board to assist the Issuer's senior management team in evaluating technology related business opportunities. We expect to announce the appointment several other individuals to the Advisory Board in the very near future.

The Issuer is not proceeding with the Private Placements announced on January 12, 2000, March 3, 2000 and March 6, 2000.

The Issuer announces that it has agreed to a private placement of its securities to raise

\$500,000 which will consist of the sale of 1,724,138 units at \$0.29 per unit, each unit consisting of one common share and one two-year non-transferable share purchase warrant with each such share purchase warrant entitling each holder to purchase one additional common share of the Issuer at a price of \$0.38 per share.

The proceeds of the private placement will be used for general corporate purposes.

A finder's fee will be paid in shares and cash on a portion of the private placement.

The private placement and finder's fee are subject to acceptance for filing by the Canadian Venture Exchange.

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

The Issuer is not relying on Section 85(2) of the Act.

Item 7. Omitted Information

There is no omitted information.

Item 8. Senior Officers

Anthony J. Beruschi, President - (604) 682-7159.

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at the City of Vancouver, in the Province of British Columbia, this 3rd day of May, 2000.

"Anthony J. Beruschi"
Anthony J. Beruschi, President