

FORM 27

MATERIAL CHANGE REPORT UNDER SECTION 118(1) OF THE ALBERTA SECURITIES ACT

ITEM 1 Reporting Issuer

Glenbriar Developments Ltd. ("Glenbriar")
3406 6 St SW
Calgary, AB T2S 2M4

ITEM 2 Date of Material Change

May 16, 2000

ITEM 3 News Release

News releases relating to this material change were issued by Glenbriar in Calgary on February 17, April 24 and May 16, 2000.

ITEM 4 Summary of Material Change

Glenbriar acquired 100% of the outstanding shares of IS Department Ltd. in exchange for 5,135,000 common shares of Glenbriar at a deemed price of \$0.14 per share. The acquisition of IS Department increases the number of common shares issued and outstanding from 11,629,020 to 16,814,020. Glenbriar will now focus its business on the information technology sector.

ITEM 5 Full Description of Material Change

On February 17, 2000, Glenbriar announced the proposed acquisition of IS Department Ltd., an information technology outsourcing and consulting company based in Calgary. On April 17, 2000, disinterested shareholders unanimously approved the acquisition. On May 16, 2000, CDNX issued its final approval and the acquisition was completed. The adjustment date for the transaction is May 1, 2000. Glenbriar will now focus its business on the information technology (IT) sector.

The acquisition of IS Department increases the number of common shares issued and outstanding from 11,629,020 to 16,814,020. A fee of \$5,000 plus 50,000 Glenbriar common shares was paid to Rogers & Partners Securities Inc. for the cost of preparing a Sponsorship Report for the Canadian Venture Exchange in connection with the acquisition.

IS Department Ltd. is a private Alberta corporation, with all of its operations and head office in Calgary. IS Department was formed in July 1997 by brothers Glenn Matheson and Robert Matheson, who were joined in 1998 by Brian Tijman. These 3 individuals collectively owned 100% of IS Department and 47.4% of Glenbriar's voting shares prior to the acquisition, and own 63.6% of the combined entity after the acquisition. IS Department has 11 employees and provides IT solutions to over 100 businesses in the Calgary area.

For further information regarding the financial statements and business of IS Department Ltd., see the Information Circular dated March 10, 2000 for the Annual and Special Meeting of Glenbriar held on April 17, 2000.

ITEM 6 Reliance on Section 118(2)

Not applicable

ITEM 7 Omitted Information

Not applicable

ITEM 8 Senior Officer

Questions regarding this Notice should be directed to Robert Matheson, President & CEO of Glenbriar, at (403) 243-1567.

ITEM 9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to in this report.

Dated at Calgary, Alberta on May 16, 2000.

GLENBRIAR DEVELOPMENTS LTD.

Per: "Robert Matheson" (signed)
Robert D. Matheson, President