

**MATERIAL CHANGE REPORT
UNDER SECTION 75(2)
SECURITIES ACT (ONTARIO)**

1. **Reporting Issuer**

Centrinity Inc.
(formerly MC² Learning Systems Inc.)
100 Allstate Parkway
Markham, Ontario
L3R 6H3

2. **Date of Material Change**

April 4, 2000

3. **Publication of Material Change**

A Press Release was issued on April 4, 2000.

4. **Summary of Material Change**

Centrinity Inc. (formerly MC² Learning Systems Inc.) ("Centrinity") announced that it was joining forces with Morningstar Systems and Gemstone Systems to build a new business-to-business Internet service.

5. **Full Description of Material Change**

Three leading players in the collaborative software and unified messaging sector are joining forces to build a new business-to-business Internet service.

Centrinity is a leading provider of collaborative software and unified messaging for telecommunications applications. MorningStar Systems, Inc. is a leading collaborative knowledge management consulting firm and an Open Text™ Corporation Affinity Partner. GemStone Systems, Inc. provides advanced, integrated platforms for business-to-business Internet applications.

MorningStar Systems, through its software development subsidiary, MorningSun Software, LLC, will integrate FirstClass software and clients with the Open Text Livelink® system on a GemStone/J Application Server.

The high performance, reliability and scalability that will result will add value for both Centrinity and MorningStar customers, and attract new users.

Founded in 1995 and based in Owings Mills, MD, MorningStar develops and deploys highly scalable business Intranet and Extranet solutions, encompassing collaboration, web content management, search, and e-Commerce transactions. Although many of the future software tools will act independently of each other, the backbone of current integrated web strategy is Open Text's Livelink. Livelink is a richly featured enterprise document management, virtual team collaboration, business process automation, enterprise group scheduling and information retrieval service which is tightly integrated, easily customized and extended. Many MorningStar customers already know what others are just beginning to discover; that is, private Intranets bring immediate gains in helping people and organizations find information, work together, automate processes and effectively distribute results, translating into higher productivity, lower costs, and increased marketplace competitiveness.

GemStone Systems, Inc. has today's platform for tomorrow's business-to-business Internet commerce applications and sites. Our GemStone/J Java application server combines a mix of unique technologies and industry standards in the most advanced, integrated architecture of any product in its class. Our customers are using GemStone/J's technology in production today in all walks of the dot-com world. From B2B auction sites to vertical portals, from Internet communities to supply chain management, from highly complex dot-com sites to application service providers. GemStone/J has been customer-tested and proven scalable, secure and reliable in providing time-to-market advantages over competing solutions.

Headquartered in Beaverton, Oregon, GemStone distributes and services its products worldwide through offices in the United States, UK, France, Germany and Switzerland, as well as through a network of distributors. For detailed product and company information, please visit our Web site at www.gemstone.com.

Open Text has pioneered the development of innovative intranet, extranet and e-business applications. Since creating the first search engine to index the World Wide Web, the Company has remained at the forefront of Internet-based technologies. Today, Open Text solutions allow individuals, teams, organizations, and global trading communities to collaborate on projects, share ideas and accelerate innovation to the fastest possible speed. We call it HyperInnovation™ and it is already a major factor in the success of leading Global 2000 organizations. Open Text has become the largest supplier of collaborative, Web-based e-

business applications for the enterprise, with over 3.5 million users in 31 countries, speaking 12 languages throughout the world. For more information, visit www.opentext.com.

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

Not Applicable.

7. **Omitted Information**

Not Applicable.

8. **Senior Officers**

For further information, please contact:

Natasha Sorobey at 1-888-448-4424

9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated at Toronto, Ontario, this 7th day of April, 2000.

CENTRINITY INC.

By: “Brian Mitchell”
Brian Mitchell
Chief Financial Officer