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

1. **Reporting Issuer**

   Centrinity Inc.
   38 Leek Crescent
   Richmond Hill, Ontario
   L4B 4N8

2. **Date of Material Change**

   October 3, 2001

3. **Publication of Material Change**

   A Press Release was issued on October 3, 2001 a copy of which has been filed on SEDAR.

4. **Summary of Material Change**

   Centrinity Inc. ("Centrinity") announced its fourth quarter results.

5. **Full Description of Material Change**

   Centrinity, which develops and markets FirstClass Collaborative Groupware and Unified Communication technologies, announced that revenue for the fourth quarter is approximately $4.3 million, 19 percent higher than the same quarter last year and 5 percent higher than the third quarter of Fiscal 2001. Revenue for the year ended September 30, 2001 is approximately $17 million representing growth of approximately 45 percent over the fiscal year ended September 30, 2000. All figures for fiscal 2001 are unaudited and in Canadian dollars unless otherwise indicated. The year over year comparisons reflect the restatement of fiscal 2000 revenues to exclude interest income.

   The company expects that the loss for the fourth quarter will be approximately $11.5 million for the quarter and $44.0 million for the fiscal year ended September 30, 2001. The fourth quarter loss includes a foreign currency gain of approximately $1.0 million and expenses not considered representative of on-going operations primarily relating to restructuring. Cash on hand at September 30 was approximately $20.0 million and higher than expected as a result of foreign exchange gains, cost reductions that have been initiated over the previous quarter, funds provided by leasing and a tax refund.

As posted on Centrinity's corporate web site, the company sends out its sincere condolences to all of those around the world affected by the tragic events of September 11, 2001. These events have had and may continue to have a major impact on the world's economic markets. Centrinity comments that 4th quarter results would have been better if these events had not occurred as approximately 40 percent of Centrinity's revenue comes from U.S.-based customers, some of whom have rightfully delayed decisions relating to information technology expenditures.

Most recently in the September 25 edition of Information Week, Alaska Airlines stated that Centrinity's FirstClass technology enabled "the airline (to) build online workspaces that security people could use to share information and distribute security bulletins. While the government's security rules evolved...the software made it possible to ensure everyone knew where the best information was at any given moment."

Currently the company is working closely with two major Canadian service provider customers for the official launch of their Unified Messaging service to customers this month.

Growth in revenues of Centrinity's Collaborative Groupware and Unified Communications offerings is planned to be 45 percent for Fiscal 2002. Centrinity has taken action to reduce its year over year expenses by at least $20.0 million for fiscal 2002. The Company has built a plan within its current cash resources such that if achieved, it anticipates cash on hand of at least $6.0 million at the close of its fiscal year 2002.

Centrinity will release its year end audited financial results on or about November 15th, 2001.

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

Not Applicable.

7. **Omitted Information**

Not Applicable.

8. **Senior Officers**

For further information, please contact:

Myles McGovern, President and Chief Executive Officer, Centrinity Inc. at 1-888-808-0388.

9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated at Toronto, Ontario, this 5th day of October, 2001.

CENTRINITY INC.

By: "Jane Mowat"
Jane Mowat
Chief Financial Officer