

**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**

December 6, 2001

3. **Publication of Material Change**

A Press Release was issued on December 11, 2001.

4. **Summary of Material Change**

Centrinity signed three-year sales collaboration and hosting service agreements with Cable & Wireless U.K. to jointly offer FirstClass Unified Communications to service providers in the United Kingdom and Ireland.

5. **Full Description of Material Change**

Centrinity Inc., Centrinity UK Limited and Cable & Wireless UK Services Limited signed a series of agreements whereby Centrinity will host its unified communications platform on Cable & Wireless' network. Another agreement provides for joint (Cable & Wireless and Centrinity) selling of unified communications to Cable & Wireless' extensive customer base.

Cable & Wireless selected Centrinity's FirstClass Unified Communications after conducting a review of the leading unified communication vendors in the U.K. The company was seeking a collaborative relationship that would enable it to extend its solution portfolio for service providers, having recognized the growing potential for Unified Communications technology within its customer base.

Cable & Wireless is a major global telecommunications business with revenue of over Pounds Sterling 8 billion (US\$11 billion) in the year to 31 March 2001 and customers in 70 countries. Cable & Wireless' focus for future growth is on IP (Internet Protocol) and data services and solutions for business customers. It is developing advanced IP networks and value-added services in the US, Europe and the Asia-Pacific region in support of this strategy. With the capability of its global IP infrastructure and its strength in key markets, Cable & Wireless holds

a unique position in terms of global coverage and services to business customers.

Centrinity's Unified Communications technology, converges users' voice mail, email and fax messages into one unified mailbox that can be accessed via a variety of devices including phone, cell phone, laptop and handheld devices, empowers users to control of information overload and work on their own terms.

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

Not Applicable.

7. **Omitted Information**

Not Applicable.

8. **Senior Officers**

For further information, please contact:

Margaret Williamson, Manager, Corporate Communications, Centrinity Inc., at 905.762.6234.

9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated at Richmond Hill, Ontario, this 20th day of December, 2001.

CENTRINITY INC.

By: "Jane Mowat"
Jane Mowat
Executive Vice President & Chief
Financial Officer