This is the form of a material change report required under Section 85(1) of the Securities Act.

FORM 27

BRITISH COLUMBIA SECURITIES ACT

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

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

NOTE: Every report required to be filed under Section 85(1) of the Act shall be sent to the Commission in an envelope addressed to the Commission and marked “Continuous Disclosure”.

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS “CONFIDENTIAL - SECTION 85", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED “CONFIDENTIAL”.

Item 1. **Reporting Issuer**

State the full name and address of the principal office in Canada of the reporting issuer:

International En-R-Tech Inc.
Unit #128, 7198 Vantage Way
Delta, BC
V4G 1K7

Item 2. **Date of Material change**

February 8, 2000

Item 3. **Press Release**

The Press Release dated February 8, 2000 was forwarded to the Canadian Venture Exchange and disseminated via Canada Stockwatch.

A copy of the Press Release is attached as Schedule “A”.

Item 4. **Summary of Material Change**

The Company announced that, subject to shareholder and regulatory approval, it has entered into a letter of intent to acquire (the "Acquisition") a 75% interest in Telcom Solutions (WA) Inc. ("Telcom"), a private company to be engaged in the business of providing line placing, cable installation, equipment installation, sweeping, set-up and fibre splicing services to AT&T in the Puget Sound area of the State of Washington, U.S.A. The Company has retained the services of IPO Capital Corp. to act as its sponsor for this transaction.

The Company also announced that it has arranged a $750,000 brokered private placement of 5,000,000 units (pre-consolidation) of the Company at a price of $0.15 per unit to be arranged by IPO Capital Corp. (the "Acquisition Private Placement"). Each unit consists of one common shares and a one-year share purchase warrant exercisable to purchase an additional common share at a price of $0.30 per share. The terms of the Acquisition require the Company to raise and advance the funds raised from the Acquisition Private Placement to Telcom as a loan (the "Interim Financing") prior to the Company receiving shareholder and regulatory approval.

The purchase price for the Acquisition is approximately 3,826,540 common shares (pre-consolidation) of the Company (the "Purchase Price Shares"), which amount constitutes 15% of the Company's issued and outstanding common shares immediately following the closing of the Acquisition private placement. In addition to issuing the Purchase Price Shares and providing the Interim Financing, the Company is also to secure a bank line of credit or similar operating facility in the amount of US$500,000 for Telcom's use in its business.

Subject to regulatory approval, and in connection with the Acquisition, En-R-Tech has agreed to pay a finder's fee to Graham Douglas.

Should the Company not obtain shareholder and regulatory approval to the Acquisition and the Acquisition Private Placement, the Letter of Intent provides that the investors taking part in the Acquisition Private Placement will, in lieu of receiving securities of the Company, receive a collective 60% of the issued and outstanding shares of Telcom.

The Company also announces that it proposes to consolidate its share capital on a 6 to 1 basis to allow the Company greater flexibility in future financings. The proposed share consolidation is subject to shareholder approval and Canadian Venture Exchange acceptance.

Item 5. **Full Description of Material Change**

Please refer to the copy of the Press Release attached to and forming part of this report.

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

n/a

Item 7. **Omitted Information**

n/a

Item 8. **Senior Officers**

Michael A. Thast, President
Telephone: (604) 940-4202

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated at Delta, BC, this 18th day of February, 2000

INTERNATIONAL EN-R-TECH INC.

Per: "Michael A. Thast"

Michael A. Thast,
President

Schedule "A"

Company to Acquire Telcom Solutions (WA) Inc.

$750,000 Financing Arranged – Shares to be Consolidated

February 8, 2000 **Trading Symbol - INH:CDNX**

International En-R-Tech Inc. ("En-R-Tech") is pleased to announce that, subject to shareholder and regulatory approval, it has entered into a letter of intent to acquire (the "Acquisition") a 75% interest in Telcom Solutions (WA) Inc. ("Telcom"), a private company to be engaged in the business of providing line placing, cable installation, equipment installation, sweeping, set-up and fiber splicing services to AT&T in the Puget Sound area of the State of Washington, U.S.A. En-R-Tech intends that the Acquisition of Telcom be an investment and an opportunity to diversify. En-R-Tech has retained the services of IPO Capital Corp. to act as its sponsor for the Acquisition.

In connection with the Acquisition, En-R-Tech also concurrently announces a $750,000 brokered private placement of 5,000,000 units (pre-consolidation) of the Company at a price of $0.15 per unit to be arranged by IPO Capital Corp. (the "Acquisition Private Placement"). Each unit is comprised of a common share and a one year share purchase warrant exercisable to purchase an additional common share at a price of $0.30 per share. The terms of the Acquisition require En-R-Tech to raise and advance the funds raised from the Acquisition Private Placement to Telcom as a loan (the "Interim Financing") prior to En-R-Tech receiving shareholder and regulatory approval.

The purchase price for the Acquisition is to be approximately 3,826,540 common shares (pre-consolidation) of En-R-Tech (the "Purchase Price Shares"), which amount constitutes 15% of En-R-Tech's issued and outstanding common shares immediately following the closing of the Acquisition Private Placement. In addition to issuing the Purchase Price Shares and providing the Interim Financing, En-R-Tech is also to secure a bank line of credit or similar operating facility in the amount of US$500,000 for Telcom's use in its business.

Subject to regulatory approval, and in connection with the Acquisition, En-R-Tech has agreed to pay a finder's fee to Graham Douglas.

Should En-R-Tech not obtain shareholder and regulatory approval to the Acquisition and the Acquisition Private Placement, the Letter of Intent provides that the investors taking part in the Acquisition Private Placement will, in lieu of receiving securities of En-R-Tech, receive a collective 60% of the issued and outstanding shares of Telcom.

The Company also announces that it proposes to consolidate its share capital on a 6 to 1 basis to allow the Company greater flexibility in future financings. The proposed share consolidation is subject to shareholder approval and Canadian Venture Exchange acceptance.

<u>Telcom Solutions (WA) Inc.</u>

Telcom has recently been formed to bring the various elements of coaxial and fiber cable system installation and maintenance into one organization and to provide a turnkey or one contractor solution to the highly evolving and growing fiber cable industry. Carl Cavish, who is to be a 34% shareholder of Telcom and a member of Telcom's management team, previously carried on the cable system installation and maintenance business as a sole proprietorship under the name JS Marine Services. Over the past 15 years, Mr. Cavish, through JS Marine Services, has performed cable placing and laying work for AT&T as an independent contractor. The other shareholders of Telcom are to be Bruce Brodie and Bob McLeod, each of whom are to hold a 33% interest in Telcom. Mr. Brodie has provided cable installation services for 20 years and is to be a member of Telcom's management team. Mr. McLeod has been involved in cable installation project management also for over 25 years and is also to be on Telcom's management team. Upon completion of the Acquisition, Messrs. Cavish, Brodie and McLeod would collectively hold the remaining 25% of Telcom's issued and outstanding shares.

Mr. Cavish is currently arranging the sale of the business of JS Marine Services into Telcom in exchange for US$250,000 (the "Cavish Payment"). Telcom is to pay the Cavish Payment in the following stages.

1. US$50,000 upon closing of the Acquisition;

2. a further US$25,000 on the first anniversary of the closing of the Acquisition;

3. a further US$25,000 on the second anniversary of the closing of the Acquisition; and

4. on each anniversary of the closing of the Acquisition, an amount equal to 40% of Telcom's gross income derived from placing activities during the most recently ended financial year prior to such anniversary, until such time that Telcom has paid the Cavish Payment in full.

The following are preconditions to En-R-Tech entering into a formal agreement regarding the Acquisition:

1. The completion of the sale of the business of JS Marine Services to Telcom, save and except for the payment in full of the Cavish Payment;

2. Telcom entering into management agreements with each of Messrs. Cavish, Brodie and McLeod, with such management agreements being in a form acceptable to En-R-Tech; and

3. Telcom entering into service agreements with such individuals who are currently performing services for JS Marine Services. JS Marine Services currently has approximately 15 people under contract.

The Market for Telcom's Services

Telcom is to acquire JS Marine Services' business, which includes fiber and coaxial cable placing, splicing and testing work that the latter currently conducts in the Puget Sound area pursuant to a contract it has with AT&T. A major power supply manufacturer has also engaged Telcom as the local provider and installer for power supplies to the cable industry. Telcom also intends to engage in ancillary operations such as network maintenance, power supplies, product marketing and technical training and certification.

Telcom believes that the market for fiber and coaxial cable placing, splicing and testing is fragmented with as many as four contractors working on various aspects of the same system installation. Telcom believes that it can provide a telecommunications company with "one stop service", and enable the requestor for services to conveniently deal with one service provider. Telcom believes that by providing a wide range of services in the system installation process, it could maintain quality control over the installation process and institute efficiencies for enhanced profitability. Telcom believes that it will have a competitive advantage over other contractors due to the expertise of the staff and crew currently working for JS Marine Services with whom Telcom is in the process of securing employment agreements. Telcom's staff is to include individuals with many years experience in all aspects of cable and fiber construction, installation, splicing, testing, operation and maintenance.

Telcom intends to provide contract services to the major suppliers in the cable and telecommunications industries in the United States and Canada. Telcom's initial targeted business opportunity is the cable television industry, in which major players are currently conducting extensive upgrades to their network infrastructure in key centers throughout the United States. Through its use of technical personnel, Telcom anticipates that it will be able to provide services currently in great demand by cable television industry participants to enable such participants to meet their objectives of upgrading their networks to provide new services to their customers and to open new markets.

To keep up with the increasing demand for skilled personnel, Telcom intends to establish a training center to upgrade staff skills to provide Telcom with the capacity to provide services in the more highly technical areas of fiber cable installation. All Telcom field personnel will be required to meet Telcom's certification requirements, and Telcom believes that such certification requirements will place them ahead of other competitors in the field.

Telcom believes that other opportunities exist across North America as internet access and telephony projects unfold. Telcom has already been approached to provide contract services in other major centers. Telcom management also intend to consider expanding into other areas of the fiber cable industry such as equipment supply, used equipment resales, joint venture upgrade projects, maintenance services, new technologies and acquisitions.

En-R-Tech requested that the CDNX halt trading in its shares at the open of trading on January 31, 2000 pending the execution and announcement of the Letter of Intent. En-R-Tech is currently making efforts to make any requisite filings with the CDNX to enable En-R-Tech's shares to resume trading on the CDNX.

En-R-Tech will provide further disclosure regarding the Acquisition as negotiations proceed towards a formal agreement and as more information is available.

On behalf of the Board of Directors,

"Michael A. Thast"

Michael A. Thast
President and CEO