

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. ***Name and Address of Company***

Burntsand Inc.
Suite 201
300 The East Mall
Toronto, ON M9B 6B7

ITEM 2. ***Date of Material Change***

February 20, 2006

ITEM 3. ***News Release***

A press release was issued by the Company on February 20, 2006 via Canada NewsWire at Toronto, Ontario.

ITEM 4. ***Summary of Material Change***

On February 20, 2006, Burntsand Inc. (the “**Company**”) announced that it had signed \$1,000,000 in contracts to provide Microsoft Development Services.

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

Burntsand Inc. (Burntsand) a North American business consulting and technology services company today announced signing two contracts with a major global financial services institution based in the United States to provide consulting services. These services, to be delivered over the next ten months, are valued at approximately \$1.0 million (CDN) in total.

ITEM 6. ***Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102***

Not applicable.

ITEM 7. ***Omitted Information***

No significant facts have been omitted from this report.

ITEM 8. ***Executive Officer***

Blair Baxter
Chief Operating Officer and Chief Financial Officer
Phone: (416) 234-3852

ITEM 9. ***Date of Report***

March 6, 2006