

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

**BC FORM 53-902F**  
**Securities Act**

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

**Item 1.        Reporting Issuer**

**dot.com TECHNOLOGIES INC. (the "Company")**  
Suite 1020 – 510 Burrard Street  
P.O. Box 11569  
Vancouver, B.C., V6C 3A8

**Item 2.        Date of Material Change**

April 18, 2002

**Item 3.        Press Release**

April 18, 2002, in Vancouver, British Columbia.

**Item 4.        Summary of Material Change**

The Company has entered into a share purchase agreement with Broadband Collaborative Solutions inc. ("BCS") to acquire all of the outstanding shares of BCS by way of a reverse takeover. The Company has also entered into an engagement letter with Research Capital Corporation to arrange a private placement of up to 2,000,000 units. The Company also appointed Roy Davidson Trivett to its board of directors.

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

The Company announced today that it has entered into a formal share purchase agreement with Broadband Collaborative Solutions Inc. ("BCS") and its shareholders to acquire all of the outstanding shares of BCS by way of a reverse takeover. Further details of the transaction are set out in the Company's news release dated January 21, 2002.

The Company also announced that it has entered into an engagement letter with Research Capital Corporation of Calgary, Alberta to arrange a private placement of up to 2,000,000 units ("Units"), each Unit consisting of one post-consolidation share ("Share") and one half of a non-transferable share purchase warrant ("Warrant"), at a price of \$1.00 per Unit for gross proceeds of \$2,000,000. Each whole Warrant will be exercisable into one additional Share for a period of one year from closing at a price of \$1.50 per Share.

On closing of the private placement, Research Capital Corporation will be paid a commission in cash and will be granted an option (the "Agent's Option") to purchase Shares equal to 10% of the number of Units sold under the placement for a one year period at a price of \$1.00 per Share. The closing of the private placement is subject to regulatory approval and is conditional upon closing of the Company's acquisition of BCS, expected to occur in early June 2002 following shareholder approval.

In addition, Roy Davidson Trivett has been appointed to the Company's board of directors. Mr. Trivett graduated from Carleton University with a master's degree in

systems engineering and has achieved notable success in the computer hardware, software and telecom industries while working as a senior executive. In 1982, he co-founded Architel Systems Corporation, a company specializing in the development of operational support system software for the telecommunications industry. Customers included NBTel, Bell Canada, NYNEX, Norwegian Telecom and Bermuda Tel. Architel grew to become a global leader in service provisioning software systems that enabled both incumbent and start-up telecommunications companies to rapidly address the changing needs of their customers. In 1996, Architel completed an initial public offering and listed on the Toronto Stock Exchange with a market capitalization in excess of \$100-million. In March 2000, Architel was acquired by Nortel Networks for \$395-million (US).

BCS has now completed launch of its coast-to-coast *Virtual Presence* video collaboration service in Canada and has signed customers in diverse industries including major law firms, manufacturing and telecommunications companies, through its direct sales force and first major marketing partner, Sprint Canada. BCS also recently installed its systems in New York City from where it offers its services throughout the United States.

Upon Research Capital Corporation filing a sponsorship acknowledgment form with the TSX Venture Exchange in the near future, the Company expects to have its shares reinstated for trading.

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

N/A

**Item 7. Omitted Information**

None

**Item 8. Senior Officers**

Rory S. Godinho  
President  
604 689-9930

**Item 9. Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

**DATED** this 19<sup>th</sup> day of April, 2002.

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(signature)

**RORY S. GODINHO**  
\_\_\_\_\_  
Name

\_\_\_\_\_  
President  
\_\_\_\_\_  
Position

**Vancouver, B.C.**  
\_\_\_\_\_  
Place of Declaration