

FORM 51-102F3

Material Change Report

Item 1: Name and Address of Issuer

BCS GLOBAL NETWORKS INC.
5025 Orbitor Drive
Bldg. 5, Ste. 300
Mississauga, ON
L4W 4Y5

Item 2: Date of Material Change

November 5, 2004

Item 3: Press Release

Press release dated November 8, 2004 disseminated in Toronto, Ontario.

Item 4: Summary of Material Change

By news release dated November 8, 2004, BCS Global Networks Inc. ("BCS" or the "Company") announced that it has closed its private placement of 14,034,582 units at a price of \$0.10 per Unit.

Item 5: Full Description of Material Change

The Company announced that it has issued 14,034,582 Units in connection with its previously announced private placement to raise gross proceeds of \$1.4 million. The issue price of each Unit was \$0.10 and each Unit consists of one common share and one-half of one common share purchase warrant. Each whole common share purchase warrant entitles the holder to acquire, on or before November 5, 2005, one common share of BCS Global Networks upon payment of \$0.20 per share. After giving effect to this transaction, BCS Global Networks now has 31,114,669 million common shares issued and outstanding.

Canaccord Capital Corporation ("Canaccord") acted as lead agent in this financing. Canaccord and its sub-agents received 1,403,458 broker warrants in addition to a cash commission payable on the gross proceeds. Each broker warrant is exercisable at a price of \$0.10, on or before November 5, 2005, to acquire one Unit. The broker's Units will have the same terms as the Placement Units.

All of the securities issued in connection with this private placement are subject to a four-month hold provision expiring at midnight on March 5, 2005. The TSX Venture Exchange accepted the private placement for filing on November 5, 2004.

BCS Global Networks will use the proceeds from this financing for general corporate purposes including support for increased sales and marketing activities.

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

Item 7: Omitted Information

Not Applicable

Item 8: Executive Officer

Inquiries in respect of the material change referred to herein may be made to:

Piero Romani, President and CEO
BCS Global Networks Inc.
Telephone: (647) 722-8511

DATED this 9th day of November, 2004.

"Piero Romani"
(Signature)

Piero Romani
(Name)

President and CEO
(Position)

Mississauga, Ontario
(Place of Declaration)



NEWS RELEASE

BCS Global Networks Closes Private Placement

Mississauga, Ontario – November 8, 2004 – BCS Global Networks Inc. (TSX V: BGN), today announced that it has issued 14,034,582 Units in connection with its previously announced private placement to raise gross proceeds of \$1.4 million. The issue price of each Unit was \$0.10 and each Unit consists of one common share and one-half of one common share purchase warrant. Each whole common share purchase warrant entitles the holder to acquire, on or before November 5, 2005, one common share of BCS Global Networks upon payment of \$0.20 per share. After giving effect to this transaction, BCS Global Networks now has 31,114,669 million common shares issued and outstanding.

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About BCS Global Networks

BCS Global Networks Inc. is a broadband communication services provider, specializing in hosted voice, video and data collaboration services for small to medium sized business and enterprise markets across North America. The Company provides Voice over Internet Protocol (VOIP) services and video conferencing solutions that are designed to make advanced telephony and videoconferencing capabilities affordable while providing access to new and enhanced services. BCS Global Networks is headquartered in Mississauga, Ontario, and is publicly listed on the TSX Venture Exchange under the trading symbol BGN. For further information, visit www.bcsglobal.com.

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy of this release.

FOR FURTHER INFORMATION please contact:

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