

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:

Softcare EC.Com Inc. (the "Company")
Suite 107 – 980 West 1st Street
North Vancouver, BC V7P 3N4

Item 2. Date of Material Change

June 6, 2000

Item 3. Press Release

The Press Release dated June 6, 2000 was disseminated and forwarded to the Canadian Venture Exchange by the Company.

A copy of the Press Release is attached as Schedule "A".

Item 4. Summary of Material Change

The Company announced the appointment of Mr. Herb Williamson as Vice-President, Sales and Marketing, effective immediately.

Item 5. Full Description of Material Change

Supplement the summary required under item 4 with the disclosure which should be sufficiently complete to enable a reader to appreciate the significance of the

material change without reference to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also item 7.

The description of the significant facts relating to the material change will therefore include some or all of the following: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the reporting issuer or its subsidiaries. Specific financial forecasts would not normally be required to comply with this form.

The above list merely described examples of some of the facts which may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation.

For a full description of the material change, see Schedule "A".

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

If the report is being filed on a confidential basis in reliance of Section 85(2) of the Act, state the reasons for such reliance.

INSTRUCTION:

Refer to Section 85(3) of the Act concerning continuing obligations in respect of reports filed pursuant to this subsection.

Not Applicable.

Item 7. Omitted Information

In certain circumstances where a material change has occurred and a material change report has been or is about to be filed but s. 85(3) of the Act will no longer be relied upon, a reporting issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be disclosed in full detail in the material change report.

State whether any information has been omitted on this basis and provide the reasons for any such omission in sufficient detail to permit the Commission to exercise its discretion pursuant to s. 169(3) of the Act.

The reasons for the omission may be contained in a separate letter filed as provided in section 153 of the Securities Rules.

Not Applicable.

Item 8. Senior Officers

The following Senior Officer of the Company is available to answer questions regarding this report:

Martyn A. Armstrong, President
Suite 107 – 980 West 1st Street
North Vancouver, BC V7P 3N4
Phone: (604) 983-8083

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at North Vancouver, BC, this 7th day of June, 2000.

SOFTCARE EC.COM INC.

Per:

“Douglas Sarkissian”

Douglas Sarkissian
Secretary

Schedule "A"



Shares Issued: 16,778,928
Fully Diluted: 20,079,728
Symbol: SCE-CDNX
NR-00-17

SOFTCARE APPOINTS VICE-PRESIDENT, SALES AND MARKETING

North Vancouver, British Columbia, June 6, 2000 – SoftCare EC.Com (CDNX: SCE), www.softcare.com today is pleased to announce the appointment of Mr. Herb Williamson as Vice-President, Sales and Marketing, effective immediately.

“Mr. Williamson brings to SoftCare over 30 years of international sales and marketing experience,” said Martyn Armstrong, President and CEO of SoftCare EC.Com. “His proven track record in building and leading worldwide sales organizations, along with his understanding of the business-to-business (B2B) marketplace, makes Herb a key addition to our executive team. His positive influence will be felt as we continue to strengthen SoftCare’s position as a B2B e-commerce industry leader.”

Mr. Williamson has held senior positions with Atalla Corporation, a division of Tandem Computers, and Viata Corporation, a subsidiary of Kaneb Services, where he was instrumental in the introduction of leading edge technologies to the business marketplace. Mr. Williamson also led the national sales team at Datachecker Systems, a subsidiary of National Semiconductor. During his tenure at Datachecker Systems, Mr. Williamson secured one of the largest hardware sales valued at \$35 million (USD). For the last four years, Mr. Williamson served as President of Customer Dynamics, a California-based software company specializing in Customer Relationship Management (“CRM”) consulting in the retail marketplace. At SoftCare, Mr. Williamson will focus on building a marketing and sales team, as well as leading the efforts for new sales opportunities for SoftCare’s OpenEC platform into the global marketplace.

The combination of Mr. Williamson spearheading the sales and marketing campaign with the Company’s recent \$5.6 million financing and SoftCare’s technologically superior B2B e-commerce solution will strengthen the Company’s ability to secure future contracts in the B2B e-commerce vertical market space.

SoftCare develops business relationship management software allowing companies to conduct business-to-business e-commerce and the creation of B2B industry portals. The Company’s e-business management software is open and scalable allowing for the integration with existing and future technologies, lowering operating costs and streamlining the supply chain while delivering benefits to business electronic-trading relationships.

On Behalf of the Board of Directors,

Martyn Armstrong, President & CEO

For More Information Contact:

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Information in this release may involve expectations, beliefs, plans, intentions or strategies regarding the future. These forward-looking statements involve risks and uncertainties. All forward-looking statements included in this release are based upon information available to SoftCare as of the date of the release, and Softcare assume no obligation to update any such forward-looking statement. The statements in this release are not guarantees of future performance and actual results could differ materially from our current expectations. Numerous factors could cause or contribute to such differences. Some of the factors and risks associated with SoftCare's business are discussed in its registration statement on Form 20F effective with the Securities and Exchange Commission on May 8, 2000, and in the other reports filed by it from time to time with the SEC.