BRITISH COLUMBIA
ALBERTA
ONTARIO

MATERIAL CHANGE REPORT

Section 85(1) of the *Securities Act* (British Columbia) and corresponding provisions of the securities legislation in other Provinces

Item 1 - Reporting Issuer:

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

Item 2 - Date of Material Change:

December 17, 2001

Item 3 - Press Release:

The Press Release dated December 17, 2001 was disseminated via Canada News-Wire Ltd.

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

Item 4 - Summary of Material Change:

The Company is pleased to announce that the Company and one of its shareholders have entered into an arrangement with Global Securities Inc. for the sale of 500,000 previously issued common shares of the Company. Under the arrangement, these common shares will be sold by Global through the facilities of the Canadian Venture Exchange. The gross proceeds to the selling shareholder will be approximately $175,000.

The Company also announces that, subsequent to the sale of the 500,000 common shares, the Company will complete, subject to regulatory approval, a non-brokered private placement of up to 650,000 units at $0.27 per unit, for total proceeds of up to $175,500. Each unit will consist of one share and one non-transferable share purchase warrant. Each share purchase warrant will entitle the holder to purchase one additional share for a period of 24 months at $0.35 per share. The same Company insider and shareholder that participated in the above-mentioned sale of the previously issued common shares will participate in this financing. The Company has agreed to pay up to $1,200 in fees, payable in cash, relating to this financing. The proceeds of the private placement will be used to enhance sales and marketing efforts, continue with engineering design and for working capital.

Item 5 - Full Description of Material Change:

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

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

Not Applicable.

Item 7 - Omitted Information:

Not Applicable.

Item 8 - Senior Officer:

Douglas Alan Sarkissian, Corporate Secretary
Telephone: 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 17th day of December, 2001.

SOFTCARE EC INC.

Per:

"Doug Sarkissian"
Doug Sarkissian, Secretary

IT IS AN OFFENCE FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATION THAT, AT THE TIME AND IN LIGHT OF CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

Shares Issued: 17,128,617
Fully Diluted: 19,663,617
Symbol: SCE-CDNX
NR-01-11

softcare

Schedule "A"

SoftCare Announces Private Placement

North Vancouver, British Columbia, December 17, 2001 – SoftCare EC Inc. (CDNX:SCE), www.softcare.com is pleased to announce that the Company and one of its shareholders have entered into an arrangement with Global Securities Inc. for the sale of 500,000 previously issued common shares of the Company. Under the arrangement, these common shares will be sold by Global through the facilities of the Canadian Venture Exchange. The gross proceeds to the selling shareholder will be approximately $175,000.

The Company also announces that, subsequent to the sale of the 500,000 common shares, the Company will complete, subject to regulatory approval, a non-brokered private placement of up to 650,000 units at $0.27 per unit, for total proceeds of up to $175,500. Each unit will consist of one share and one non-transferable share purchase warrant. Each share purchase warrant will entitle the holder to purchase one additional share for a period of 24 months at $0.35 per share. The same Company insider and shareholder that participated in the above-mentioned sale of the previously issued common shares will participate in this financing. The Company has agreed to pay up to $1200 in fees, payable in cash, relating to this financing. The proceeds of the private placement will be used to enhance sales and marketing efforts, continue with engineering design and for working capital.

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

On behalf of the Board of Directors,

"Martyn A. Armstrong"
Martyn A. Armstrong
President and CEO

For More Information Contact:

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