

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 19, 2001

Item 3 - Press Release:

The Press Release dated December 19, 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:

www.softcare.com announced that effective Monday, Dec 17, 2001, the Company's stock has been listed on the NASD Over the Counter Bulletin Board Market (OTCBB). The Company intends to maintain its current CDNX listing in addition to the NASD Quotation for the foreseeable future. This important step was taken by the Company in response to results from the company's ongoing analysis of its various lead-generation programs which in recent months revealed that 85% of inquiries from the investment community were originating in the US. The new listing will enable the Company to better utilize leads that are currently generated through the programs that are in place at this time. In addition, the Company believes that this listing will aid in the creation of new support within the US investment community.

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 19th 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.

Schedule "A"

Shares Issued: 17,128,617
Fully Diluted: 19,663,617
Symbols: SCE-CDNX
SFCEF-OTC
NR-01-12



SoftCare Granted U.S. Listing

North Vancouver, British Columbia, December 19, 2001 – SoftCare EC Inc. (CDNX:SCE, OTC:SFCEF) www.softcare.com is pleased to announce effective Monday, Dec 17, 2001, the Company's stock has been listed on the NASDAQ Over the Counter Bulletin Board Market (OTCBB). The company intends to maintain its current CDNX listing in addition to the NASDAQ listing for the foreseeable future.

This important step was taken by the company in response to results from the company's ongoing analysis of its various lead-generation programs which in recent months revealed that 85% of inquiries from the investment community were originating in the US. The new listing will enable the company to better utilize leads that are currently generated through the programs that are in place at this time. In addition, the company believes that this listing will aid in the creation of new support within the US investment community.

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 scalable 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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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 EC Inc. 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 EC Inc.'s business are discussed in its registration statement on Form 20F effective with the Securities and Exchange Commission on Dec. 22, 2000, and in the other reports filed by it from time to time with the SEC and on SEDAR.

e-business for all business

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