

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")
210 - 889 Harbourside Drive
North Vancouver, BC V7P 3S1

Item 2 - Date of Material Change:

July 22, 2002

Item 3 - Press Release:

The Press Release dated July 22, 2002 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 announced that subject to regulatory approval, the Company will complete a non-brokered private placement of up to 8,000,000 Units at a price of \$0.10 per Unit for total proceeds of up to \$800,000. Each Unit is comprised of one share and one-half of a non-transferable share purchase warrant. Each whole share purchase warrant will entitle the holder to purchase an additional share of the Company for a period of one year at a price of \$0.12 per share. The proceeds of the private placement will be used for working capital and to further implement the Company's business plan.

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:

Wayne Zielke, CFO and Director
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 23rd day of July, 2002.

SOFTCARE EC INC.

Per:

“Wayne Zielke”

Wayne Zielke, CFO and Director

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.



SoftCare Announces Non-Brokered Private Placement

North Vancouver, British Columbia, July 22, 2002 – SoftCare EC Inc. (TSXV:SCE, OTC:SFCEF), www.softcare.com is pleased to announce that subject to regulatory approval, the Company will complete a non-brokered private placement of up to 8,000,000 Units at a price of \$0.10 per Unit for total proceeds of up to \$800,000. Each Unit is comprised of one share and one-half of a non-transferable share purchase warrant. Each whole share purchase warrant will entitle the holder to purchase an additional share of the Company for a period of one year at a price of \$0.12 per share. The proceeds of the private placement will be used for working capital and to further implement the Company's business plan.

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,

"Wayne Zielke"

Wayne Zielke, CFO and Director

For More Information Contact:

Corporate Communications
 Clive Massey
 SoftCare EC Inc
 888 763 8227 toll free
 604 983 8083 tel
 604 983 8056 fax
cmassey@softcare.com

The foregoing contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. The statements may be identified by such forward-looking terminology as "expect," "believe," "may," "will," "intend," "plan," and similar statements or variations. Such forward-looking statements are based on our current estimates and assumptions and involve certain significant risks and uncertainties, including: risks associated with and dependence on the industry subject matter of the information; fluctuations in quarterly revenues due to lengthy selling cycles, product implementation cycles, customer budget cycles, and timing of revenue recognition; dependence on major customers; successful and timely development and introduction of new products and versions; rapid technological changes; increased competition; retention of key senior managers; and other industry related factors. Other important factors that should be considered are included in the company's 20F (November 28, 2001) and 6Ks and other reports filed with the SEC and on SEDAR. Actual results may differ materially. The company assumes no obligation for updating any such forward-looking statements.