

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Open EC Technologies, Inc.
3rd Floor – 120 Lonsdale Street,
North Vancouver, B.C.
V7M 2E8

Item 2 Date of Material Change

May 15, 2006

Item 3 News Release

A news release dated May 15, 2006, delivered to CCN Matthews and Canada Stockwatch.

Item 4 Summary of Material Change

See attached news release dated May 15, 2006.

Item 5 Full Description of Material Change

See attached news release dated May 15, 2006.

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

N/A.

Item 7 Omitted Information

None

Item 8 Executive Officer

Martyn A. Armstrong, President & CEO, Telephone: (604)983-8083

Item 9 Date of Report

Dated at North Vancouver, British Columbia this 15th day of May, 2006.

Signed:

“Martyn A. Armstrong”

Martyn A. Armstrong, Director and CEO

3rd Floor – 120 Lonsdale Avenue, North Vancouver, British Columbia, Canada, V7M 2E8
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For Immediate Release: May 15, 2006

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OPEN EC TECHNOLOGIES, INC. RETAINS SANDMAN MEDIA INC.

North Vancouver, BC – Open EC Technologies, Inc. (“Open EC” or the “Company”) (TSX-V:OCE; OTC:OCEIF). The Company announces that it has entered into an agreement with Sandman Media Inc. (“Sandman”) to assist in the development and implementation of an Investor Relations Program.

Based in Vancouver, British Columbia, Sandman provides media and investor relations services. The initial term of the contract with Sandman is for a period of three months, renewable thereafter on a month-to-month basis at the option of the Company. Sandman’s compensation will be \$2,500 per month. The Company will also grant an option to Sandman to acquire up to 75,000 shares of the Company at \$0.15 per share, pursuant to the terms and conditions of the Company’s Stock Option Plan.

Sandman will strive to increase investor awareness of Open EC by assisting in the development of a program for timely and effective communication. The program will consist of updates identifying the Company’s progress and performance and facilitating the exchange of information between the investment community and company management through the distribution of press and/or news releases that highlight developments within the Company.

With over 150 clients across North America in the retail supply chain, transport and warehousing, healthcare, financial services and government agency sectors, Open EC has established itself as a key player in the EDI software and integration marketplace. Over the past year significant improvements and design changes have been made to the Company’s software products improving its growth potential in the software solutions business. Furthermore, Open EC is in the final stages of completing its previously announced \$1,000,000 private placement financing which will put the company in the position of being debt free for the first time in over four years, with approximately \$400,000 in working capital.

Open EC’s Subsidiary, SoftCare ED Solutions Inc. (“Softcare”), Business Highlights.

Softcare’s revenues in the third quarter fiscal 2006 surpassed all quarters in the last two years (see Open EC’s April 18, 2006 news release). Management believes that these results are indicative of increased IT spending in North America and increased demand for the Company’s new software packages, resulting in increased software sales, training and consulting services.

The release of TradeLink 4.2 EDI XML, SoftCare’s new software solutions, was recently announced in the market place. This version of the Tradelink software incorporates additional features in trading partner management, auditing and full integration of the XMapper XML/XSLT

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integration software. Feedback on the TradeLink 4.2 EDI XML software solutions from our prospects and customers has been excellent. Open EC believes that in the EDI software industry the TradeLink software is the leader in price, performance and features. TradeLink's system strength is built on open standards such as SOAP, Web Services, BPEL, XML, XSLT, J2EE, JBDC, ebXML, EDIINT, AS2 and supports leading databases, web servers and application servers.

Recent New Business

Health Canada, a federal government agency, acquired Softcare's TradeLink 4.2 which was installed to provide EDI and XML business document management for the agency's public health early warning information system.

London Drugs, a leading Western Canadian Retailer with 63 stores employing more than 6000 staff. SoftCare's TradeLink 4.2 EDI XML software has been installed to enable a scan based trading system with business critical vendor managed inventory suppliers.

Listo Products, a leading Western Canadian manufacturer of plastic planters, pots and hanging baskets. Listo replaced their current EDI Software with the TradeLink 4.2 EDI XML solution to process orders, invoice and advance shipping notices with the retailer customers.

Warehouse Specialist Inc. (WSI), based in Wisconsin, one of the largest 3rd party warehousing companies in North America. SoftCare won the bid for the replacement of an existing EDI Software with the TradeLink EDI XML solution for the processing of warehouse orders and receipts, inventory control and transportation.

EDI & Beyond, EDI business consultancy and outsourcing company based in Kansas City, Kansas, selected TradeLink EDI 4.2 XML software to implement their EDI service to the telecom supply industry.

London Air Services, based in Western Canada, offers private, customized business travel for executives on their fleet of first class Learjet 45s or Challenger 604s. SoftCare was selected to provide the TradeLink EDI Software for filing with the US Homeland Security on entry of their aircraft to the United States.

Employer Direct Health (EDH), based in Dallas, Texas, a one-stop shop for employees' benefits administration. EDH selected TradeLink EDI XML for their HIPPA EDI claims processing compliance using the advanced features of XMapper XML/XSLT to integrate to their Oracle based billing systems.

Open EC aggressively markets its software technology throughout North America. The Company is working to expand its market share by offering innovative premier software solutions to meet its customers' integration needs and by providing superior customer services.

Open EC is a TSX Venture Exchange listed company. Its subsidiary, SoftCare EC Solutions Inc. is an e-business software and solution provider. SoftCare's OpenEC® e-business software includes solutions for Electronic Data Interchange (EDI), Business Process Management and Product Information Management (PIM). The Company sells the OpenEC® products and solutions to the retail supply chain, healthcare, financial services and government agencies in North America. Additional product and solution information is available on the web at www.softcare.com and

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additional public company information is available on the web at www.openec.com. The Company's common shares trade on the TSX Venture Exchange under the symbol: **OCE**.

ON BEHALF OF THE BOARD

(signed "Martyn A. Armstrong")

Martyn A. Armstrong
President and CEO

Further information about the Company can be found on SEDAR (www.sedar.com) or by contacting either, Mr. Martyn A. Armstrong, President & CEO of the Company or Mr. John A. Versfelt, CFO and a Director of the Company.

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The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release. This news release may contain forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Forward-looking statements address future events and conditions and therefore, involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements.

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