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

February 27, 2009

Item 3 News Release

A news release dated February 27, 2009, delivered to Marketwire and Stockwatch.

Item 4 Summary of Material Change

Open EC Technologies, Inc. Received TSX Venture Exchange Acceptance of the Asset Purchase Agreement to Sell its Subsidiary, Shenzhen Headware Software System Ltd's China Operations

Item 5 Full Description of Material Change

See attached news release dated February 27, 2009.

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

Item 9 Date of Report

Dated at North Vancouver, British Columbia this 27th day of February, 2009.

Signed:

"Martyn Armstrong"

Martyn Armstrong, President & CEO

For Immediate Release: February 27, 2009

CONTACT: Martyn A. Armstrong, President and CEO

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Open EC Technologies, Inc. Receives TSX Venture Exchange Acceptance of the Asset Purchase Agreement to Sell its Subsidiary, Shenzhen Headware Software System Ltd's China Operations

North Vancouver, BC – Open EC Technologies, Inc. ("**Open EC**") or the ("**Company**") (TSX Venture: OCE) is pleased to announce that it has received TSX Venture Exchange acceptance of the Asset Purchase Agreement to sell the China operations held by its wholly owned subsidiary, Shenzhen Headware Software Systems Ltd. ("Headware") to Mr. Zhongdong Zhou ("Mr. Zhou"). A news release with respect to the subject sale was previously issued on February 4, 2009.

As consideration for the sale of the Headware China operations, Mr. Zhou will make a cash payment of $850,000 and arrange for the return of the 11,400,000 common shares to the Company that were previously issued to Happy Clear Investments Ltd and Right Strong Investments Ltd pursuant to a Share Purchase Agreement dated June 22, 2007. The 11,400,000 common shares will be cancelled and returned to the Company's treasury.

Martyn Armstrong, CEO of Open EC states, "With the sale of the China business operations, Open EC will improve its working capital, improve its shareholder's equity by approximately 20% and lower its cost of operations. Overall, the Company will have lower short term revenues, but with the reduced costs and increased working capital, it should improve its financial stability at a time when cash resources are most important.

The increase in working capital will enable the Company to focus its business development in the lower risk, higher margin potential, North American e-business software market through its SoftCare EC Solutions subsidiary. This move will strengthen the Company's ability to continue to grow its profitable EDI software business subsidiary and accelerate its initiatives in the new economy resilient markets of Healthcare and Government Services, primarily in the USA."

Mr. Armstrong advises that, "Open EC will continue to hold its interest in Headware, a foreign China corporation. This will allow Open EC, through its, Headware subsidiary, to more effectively evaluate and develop new EDI business opportunities and partnerships in China which would be complementary to our plans to maximize the revenue potential for our existing e-Business Software Products."

About Open EC Technologies Inc.

Open EC Technologies, Inc. ("OCE") www.openec.com is a TSX Venture Exchange listed holding company specializing in the acquisition of software companies in e-business, mobile business and business to business (b2b) commerce. Our subsidiaries, SoftCare EC Solutions Inc., www.softcare.com, and Shenzhen Headware Software System Ltd., www.headware.cn provide software solutions to customers throughout North America and Asia. With over 400 employees in the OpenEC Group of companies, we deliver global innovative software solutions to mid-market through Fortune 100 companies.

ON BEHALF OF THE BOARD

"Martyn A. Armstrong"

Martyn A. Armstrong
President & 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. Michael (Gong) Chen, CFO and a Director of the Company.

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CONTACT INFORMATION

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