

FORM 27

MATERIAL CHANGE REPORT UNDER SECTION 75(2) OF THE SECURITIES ACT (ONTARIO)

ITEM 1 **Reporting Issuer**

ActFit.com Inc. (the "Corporation")
11 Charlotte Street
2nd Floor
Toronto, Ontario M5V 2H5

ITEM 2 **Date of Material Change**

February 17, 2000

ITEM 3 **Press Release**

The Corporation published a Press Release on February 17, 2000 at Toronto, Ontario, on the BCE Emergis Wire Service. A copy of the Press Release is annexed hereto as Schedule "A".

ITEM 4 **Summary of Material Change**

The Corporation announced that it had signed a letter of intent with Health Systems Group Ltd. (HSG), to purchase the company for cash and shares totalling \$1,500,000.

A copy of the Press Release, as annexed hereto as Schedule "A", is incorporated herein by reference.

ITEM 5 **Full Description of Material Change**

See Item 4 above.

ITEM 6 **Reliance on Section 75(3) of the Act**

Not applicable.

ITEM 7 **Omitted Information**

Not applicable.

ITEM 8 Senior Officers

For further information contact: Carl Christie

Telephone: (416) 977-2001

ITEM 9 Statement of a Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario, the 24th day of February, 2000.

(signed) RICHARD HUE
Chairman and Chief Executive Officer

cc: Canadian Dealing Network Inc., via SEDAR
U.S. Securities and Exchange Commission
(File No. 000-23785 - Form 6K attached)
Standard & Poor's Corporations Records Service, via regular mail
ActFit.com Inc., Attn. Richard Hue, via fax



FOR IMMEDIATE RELEASE

Toronto, Ontario, February 17, 2000

ActFit.com Inc. Signs Letter of Intent To Acquire Health Systems Group Ltd.

ActFit.com Inc. (CDN: ACTF.U)

Trading on Nasdaq / OTC-Bulletin Board (ACTFF)

Issued and Outstanding – **23,930,744** Common Shares

Toronto, February 17, 2000 – ActFit.com Inc., of Los Angeles and Toronto, today announced that it has signed a letter of intent with Health Systems Group Ltd. (HSG), to purchase the company for cash and shares totalling \$1,500,000. The contract will be finalized within 90 days, pending the process of due diligence. HSG's sales for the fiscal year ended June 30, 1999, were \$3.2 million.

HSG is one of Canada's largest developers and managers of employee fitness and health programs in the corporate sector. It helps Fortune 500-level clients, including Ford Motor Company of Canada, Imperial Oil Limited, Procter and Gamble, Amex Canada, Rogers AT&T, and 20 other major companies, reduce the enormous cost of employee absenteeism, short- and long-term disability, and Workers Compensation Board claims.

HSG also designs and manages high-end fitness clubs and fitness programs for developers, such as The Cooperators and TrizecHahn.

"This exciting acquisition opens up important new markets for our *Active Trainer Online* and *Active Planner* fitness products, which we will be able to provide to any employee of these prestigious companies who has access to a computer," said ActFit.com CEO Richard Hue. "Similarly, we can deliver HSG's own health and fitness products, such as *BackHealth*, *BackFit*, *Office Ergonomics*, *HEALTHPayback*, and *Great Shape*, over the Internet, creating new revenue potential for these properties. Additionally, HSG's extensive knowledge base will give us solid in-depth content to enrich the experience of our own online fitness community."

HSG founder and President Doug Cowan agrees. "From my experience, ActFit.com's online products should be highly successful in the corporate marketplace. ActFit.com has the proven capability to expand the market base for HSG's own products by delivering them over the Internet. I look forward to working with the strong management team at ActFit.com to ensure a bright and profitable future for the company."

Mr. Cowan will assume a key executive position with ActFit.com to assist in the integration of the two companies.

Currently featuring 15 topic channels and hundreds of Network sites, the ActFit.com portal connects consumers to the largest single source of information on fitness, nutrition, sports, adventure travel and other active pursuits. It also features an advanced 3D Virtual Health Club, Virtual Cafés, the

Internet's first complete personal training system, and unique downloadable software which allows users to track their fitness programs down to the calorie.

ActFit.com is your Active Lifestyle Source!

**For further information regarding ActFit.com Investor Relations, contact Carl Christie (416) 977-2001 / (888) 639-0628.
Media, please contact Nolan Reeds, Edelman Public Relations (416) 979-1120 ext. 316.**

Forward-looking statements and comments in this press release are made pursuant to the safe-harbor provisions of Section 21E of the Securities Exchange Act of 1934. Such statements relating to, among other things, the prospects for the company to increase the level of sales, complete future web sites or complete future acquisitions are necessarily subject to risks and uncertainties, some of which are significant in scope and nature, including, but not limited to, the risks related to the demand for the company's products and/or services, competition, and availability of capital. The information herein has not been approved or disapproved by regulatory authorities.