

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**

March 22, 2000

ITEM 3 **Press Release**

The Corporation published a Press Release on March 22, 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 will market *Weights In Motion*, Volume One of its *Body of Knowledge* interactive fitness series, to the one million members of 1200 fitness clubs across North America, through a strategic alliance with Club Sites Internet Network Inc. (CSIN).

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 23rd day of March, 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



ActFit.com Inc.

Nasdaq / OTC-Bulletin Board: **ACTFF** CDN: **ACTF.U**
Issued and Outstanding – 23,971,034 Common Shares

For further information:
Contact Carl Christie: 1-888-639-0628 Ext.334
E-mail: carlchristie@activefitness.com

For immediate release!

ActFit.com Inc. To Market New Fitness Software To 1200 Fitness Clubs Across North America

Toronto, March 22, 2000 – ActFit.com Inc., of Los Angeles and Toronto, today announced that it will market *Weights In Motion*, Volume One of its *Body of Knowledge* interactive fitness series, to the one million members of 1200 fitness clubs across North America, through a strategic alliance with Club Sites Internet Network Inc. (CSIN).

Weights In Motion is an instructional multimedia encyclopedia of over 45 strength training, warmup, cooldown and cardiovascular exercises. Using full-motion video demonstrations, on-screen directions and voice narration, the program shows users how to operate gym equipment safely and efficiently to get the best results from their workout.

It will be available on the Internet as an application which users can run from ActFit.com's servers, and as an interactive CD-ROM.

CSIN will run an extensive banner advertising campaign for *Weights In Motion* on the customized websites it operates for each of the clubs. Site visitors can order either the online version or the CD-ROM version, and pay using major credit cards via a secure e-commerce server. Individual clubs will also sell *Weights in Motion* directly to their members. CSIN and ActFit.com will share revenues from the sales.

ActFit.com COO Rodger Campbell sees this as a highly promising revenue generating opportunity. "In an increasingly fragmented marketplace, targeting your marketing campaign becomes challenging and very expensive," said Mr. Campbell. "Through this strategic alliance we can reach qualified customers who are ready and eager to buy, without spending a fortune on traditional media advertising."

From the fitness club owner's point of view, *Weights In Motion* will be a significant tool in addressing a perennial problem with the club business – member retention. Bob Clapperton, CSIN Executive VP, estimates 60% of people who do not renew fitness club memberships do so because they had difficulty following the program, resulting in frustration, poor results and, sometimes, injury.

"*Weights In Motion* is simply the best reference guide to working out in a gym that I have ever seen," said Mr. Clapperton. "I believe this will become standard equipment in all fitness clubs. The club managers and personal trainers I have shown it to are extremely impressed by this program and they're all saying 'don't work out without it!'"

ActFit.com CEO Richard Hue cites this new product as another example of ActFit.com's leadership in bringing streaming video to the Internet. "As an Application Service Provider, ActFit.com pioneered the delivery of video-based fitness programs over the Internet with the launch of *Active Trainer Online* (<http://www.activetrainer.com>) in August, 1999. We now have the largest library of streaming video in the fitness market segment," said Mr. Hue.

ActFit.com Inc. plans to promote *Weights In Motion* to fitness club owners and managers from across North America at its booth at the IHRSA (International Health, Racquet and Sportsclub Association) trade show running from March 23 to 25, 2000, at the Moscone Center in San Francisco, CA.

Currently featuring 16 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](http://www.actfit.com) is your Active Lifestyle Source!

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.