



KEWL Corporation
301 Bryne Drive, Unit 4
Barrie, ON L4N 8V4
(705) 725-0208 Fax (705) 725-0646

Material Change Report Form 51-102F3 September 20, 2004

The following information was previously filed as Press Releases with Sedar on August 19, 2004 and August 31, 2004 and is now filed as a Material Change Report Form 51-102F3 pursuant to National Instrument 51-102 Continuous Disclosure Obligations Part 12

Attached are the Industry Canada Articles of Amendment dated August 13, 2004.

The TSX Venture Exchange approved the following effective at the opening of trading on August 26, 2004:

20:1 share roll back

KEWL outstanding shares are now 1,100,000 rolled back from 21,999,996

Company name changed to "KEWL Corporation" from "THE KEWL CORPORATION"

New trading symbol (KL:TSXV)

New CUSIP number 493050207

New ISIN number CA4930502071

KEWL head office 301 Bryne Drive, Unit 4, Barrie, ON, L4N 8V4

On June 30, 2004 the Shareholders approved a 20:1 share roll back, name change and shares for debt Proposal as follows:

A consolidation all of the issued and outstanding common shares without par value on the basis of twenty (20) old common shares being consolidated into one (1) new common share; Any fractional common shares arising on the consolidation of the common shares of the Company will be deemed to have been tendered by the registered owner of the Company for cancellation and will be returned to the authorized but unissued capital of the Company.

Change the Company's name to "KEWL Corporation" from "THE KEWL CORPORATION".

The share capital of the Company is altered by issuing unsecured creditors new common shares to settle outstanding debts; And the share capital of the Company is altered by issuing secured creditors new common shares, at the maximum allowable discounted market price, to settle outstanding debts; Any fractional common shares arising on the new common shares to settle outstanding debts of the Company will be deemed to have been tendered by the registered owner of the Company for cancellation and will be returned to the authorized but unissued capital of the Company.

On July 16, 2004 - The unsecured Creditors approved a Shares of Debt Proposal as follows:

The KEWL Corporation is in the process of soliciting shareholders and regulatory approval for a roll back, on the basis of 20:1, of all existing common shares for the issuance of "new shares". It is anticipated that approval will be obtained on or before June 30, 2004. KEWL intends to offer all unsecured creditors "new shares" of the corporation on the basis of one share for every dollar of unsecured debt, as of the date of the filing of the proposal. The "new shares" will be restricted stock subject to the regulatory no-trade rule of four months for shares issued in exchange of debt. All incremental shares issued by the corporation as contemplated under this proposal will be rounded down to the nearest full share.

On August 16, 2004 - The Ontario Superior Court of Justice (Bankruptcy and Insolvency) approved the exchange of Shares for Debt to the creditors as per the Proposal to the Creditors.

KEWL is currently waiting for the final Trustee's report and TSX Venture Exchange approval on the Shares for Debt.

If accepted by the TSX Venture Exchange, the Company's current unsecured debt load of approximately \$2,188,000 will be converted into 2,188,000 shares on a \$1.00 per share basis. There are a couple of accounts that the balances are in dispute and KEWL will attempt to settle these issues without further court costs. There are also several suppliers that have not filed a proof of claim and the Trustee is sending out a notification to them to file their claims.

Additional information about KEWL may be found on the Company's website at www.kewlsports.com, or contact Mel Woolsey, President/CEO, KEWL, 705-725-0208 or investor_relations@kewlsports.com

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the contents herein.



Industry Canada

Industrie Canada

Corporations Canada

9th floor
Jean Edmonds Towers South
365 Laurier Avenue West
Ottawa, Ontario K1A 0C8

Corporations Canada

9e étage
Tour Jean Edmonds sud
365, avenue Laurier ouest
Ottawa (Ontario) K1A 0C8

August 19, 2004 / le 19 août 2004

Your file - Votre référence

RONALD J MOORE
ron@kewlsports.com

Our file - Notre référence
421324-6

Re - Objet: **KEWL Corporation**

Enclosed herewith is the document issued in the above matter.

Vous trouverez ci-inclus le document émis dans l'affaire précitée.

A notice of issuance of CBCA documents will be published in the *Monthly Transactions*.

Un avis de l'émission de documents en vertu de la LCSA sera publié dans les Transactions mensuelles.

IF A NAME OR CHANGE OF NAME IS INVOLVED, THE FOLLOWING CAUTION SHOULD BE OBSERVED:

S'IL EST QUESTION D'UNE DÉNOMINATION SOCIALE OU D'UN CHANGEMENT DE DÉNOMINATION SOCIALE, L'AVERTISSEMENT SUIVANT DOIT ÊTRE RESPECTÉ :

This name is available for use as a corporate name subject to and conditional upon the applicants assuming full responsibility for any risk of confusion with existing business names and trade marks (including those set out in the relevant NUANS search report(s)). Acceptance of such responsibility will comprise an obligation to change the name to a dissimilar one in the event that representations are made and established that confusion is likely to occur. The use of any name granted is subject to the laws of the jurisdiction where the company carries on business.

Cette dénomination sociale est disponible en autant que les requérants assument toute responsabilité de risque de confusion avec toutes dénominations commerciales et toutes marques de commerce existantes (y compris celles qui sont citées dans le(s) rapport(s) de recherches de NUANS pertinent(s)). Cette acceptation de responsabilité comprend l'obligation de changer la dénomination de la société en une dénomination différente advenant le cas où des représentations sont faites établissant qu'il y a une probabilité de confusion. L'utilisation de tout nom octroyé est sujette à toute loi de la juridiction où la société exploite son entreprise.

We trust this is to your satisfaction.

Nous espérons le tout à votre satisfaction.

Email: corporations.efiling@ic.gc.ca
Internet: <http://corporationscanada.ic.gc.ca>



Industry Canada Industrie Canada

Canada Business
Corporations Act

Loi canadienne sur les
sociétés par actions

ELECTRONIC TRANSACTION
REPORT

ARTICLES OF AMENDMENT
(SECTIONS 27 OR 177)

RAPPORT DE LA TRANSACTION
ÉLECTRONIQUE

CLAUSES MODIFICATRICES
(ARTICLES 27 OU 177)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1.	Name of Corporation - Dénomination de la société THE KEWL CORPORATION	2.	Corporation No. - N° de la société 421324-6
----	--	----	--

3. The articles of the above-named corporation are amended as follows:
Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

The name of the Corporation is hereby changed to KEWL Corporation.
Alter its shares on a 20 for 1 basis. And convert its debt into shares.

Date	Name - Nom	Signature	Capacity of - en qualité
2004-08-13	RON MOORE		AUTHORIZED OFFICER

Page 1 of 1

Canada



Industry Canada Industrie Canada

Canada Business Corporations Act
Loi canadienne sur les sociétés par actions

**ELECTRONIC TRANSACTION
REPORT**

**NOTICE OF REGISTERED
OFFICE OR NOTICE OF
CHANGE OF ADDRESS OF
REGISTERED OFFICE
(SECTION 19)**

**RAPPORT DE LA TRANSACTION
ÉLECTRONIQUE**

**AVIS DE DÉSIGNATION OU
DE CHANGEMENT
D'ADRESSE DU SIÈGE
SOCIAL
(ARTICLE 19)**

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1.	Name of Corporation - Dénomination de la société KEWL Corporation	2.	Corporation No. - N° de la société 421324-6 Business No. - N° d'entreprise 139622534RC0002
3.	Province or territory in Canada where the registered office is to be situated. La province ou le territoire au Canada où se situera le siège social. Ontario		
4.	Civic address of Registered Office Adresse civique du siège social 301 BRYNE DRIVE UNIT 4 BARRIE, ON, Canada L4N 8V4		Effective Date of Change Date de prise d'effet 2004-08-13
5.	Mailing address, if different Adresse postale si elle diffère 301 BRYNE DRIVE UNIT 4 BARRIE, ON, Canada L4N 8V4		Effective Date of Change Date de prise d'effet 2004-08-13
Date	Name - Nom	Signature	Capacity of - en qualité de
2004-08-13	RON MOORE		AUTHORIZED OFFICER

Canada



Industry Canada

Industrie Canada

**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

KEWL Corporation

421324-6

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- ☐ a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- ☐ b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- ☒ c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- ☐ d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Director - Directeur

August 13, 2004 / le 13 août 2004

Date of Amendment - Date de modification

Canada