TOMANET INC.

MATERIAL CHANGE REPORT

Item 1 - Reporting Issuer

TomaNet Inc. (the "**Issuer**")
57th Floor, Scotia Plaza
40 King Street West
Toronto, Ontario
M5H 4A9

Item 2 - Date of Material Change

May 8, 2003

Item 3 - Press Release

A copy of the press release issued on May 8, 2003 is attached to this material change report.

Item 4 - Summary of Material Change

On May 8, 2003, the Issuer announced that it has entered into an arrangement agreement pursuant to which Imark Corporation ("**Imark**") will acquire all of the shares of the Issuer in exchange for shares in the capital stock of Imark. In a related transaction Maxim Training Corp. (UK) Limited ("**Maxim**") entered into an asset purchase agreement pursuant to which Maxim has agreed to acquire certain assets and employees from Mosaic Technologies Corporation ("**Mosaic**") related to Mosaic's product design and development business in exchange for $600,000 cash and $1,000,000 in shares in the capital stock of Maxim.

Item 5 - Full Description of Material Change

A full description of the material change is set forth in the attached press release.

Item 6 - Confidentiality

Not applicable.

Item 7 - Omitted Information

Not applicable.

Item 8 - Senior Officer

The following senior officer of the Issuer is knowledgeable about the material change and this report:

Roderick MacDonald
Chairman & CEO
416.365.2415

Item 9 - Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 9th day of May, 2003.

TOMANET INC.

"Rod MacDonald"

Roderick MacDonald
Chairman & CEO

IMARK CORPORATION, TOMANET INC. AND MOSAIC TECHNOLOGIES CORPORATION ANNOUNCE STRATEGIC TRANSACTIONS

Toronto, Ontario - *May 8, 2003* - Imark Corporation (TSX:IAK) and TomaNet Inc. announced today that they have entered into an arrangement agreement pursuant to which Imark will acquire all of the shares of TomaNet in exchange for shares of Imark. After giving effect to a proposed consolidation of Imark's common shares on an approximately 1-for-5 basis and the conversion of certain existing indebtedness of TomaNet into common shares of TomaNet, it is expected that TomaNet shareholders will receive an aggregate of approximately 8.96 million Imark common shares pursuant to this transaction. In connection with this transaction, Imark and TomaNet have received financing commitments from existing shareholders, to invest approximately $10 million in the combined company ($2.4 million of which has already been advanced to fund transaction costs).

The proposed combination of Imark and TomaNet will be implemented by way of a plan of arrangement under the *Business Corporations Act* (Alberta) and is subject to certain conditions, including court approval, the receipt of necessary approvals from the shareholders of Imark and TomaNet, completion of a private placement of up to $14,000,000 of Imark common shares, completion of the proposed consolidation of Imark's common shares and the change of its name to "Maxim Training Corporation" and the receipt of certain regulatory approvals, including approval of the TSX.

In a related transaction, Maxim Training Corp. (UK) Limited, a wholly-owned subsidiary of TomaNet and Mosaic Technologies Corporation (TSVX: MAC) also announced today that they have entered into an asset purchase agreement pursuant to which Maxim has agreed to acquire certain assets and employees from Mosaic related to Mosaic's product design and development business in exchange for $600,000 cash and $1,000,000 in shares. Maxim and Mosaic expect that Maxim will assign its rights and obligations under this agreement to Imark immediately following completion of the arrangement between Imark and TomaNet, following which Imark will issue shares to Mosaic in order to complete the acquisition of Mosaic's product design and development business.

Following completion of these transactions, Imark intends to change its name to "Maxim Training Corporation" and will consolidate the current operations of TomaNet's KnowledgePool business and the Mosaic Technologies design and development business. Maxim Training Corporation will be focused on becoming a leading provider of blended learning solutions to the corporate market in North America and the UK.

Maxim's acquisition of the Mosaic Technologies product design and development business is subject to certain conditions including completion of the arrangement between Imark and TomaNet.

For further information contact:

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TomaNet Inc.
Roderick MacDonald
Chairman and Chief Executive Officer
(416) 365-2415

Mosaic Technologies Corporation
K. Richard Buckingham
Chairman
(506) 462-9040