

**FORM 27**

**THE SECURITIES ACT**

**MATERIAL CHANGE REPORT UNDER SECTION (75) 2**

Item 1. **Reporting Issuer**

**MATERIALS PROTECTION TECHNOLOGIES INC.**, 56 Temperance Street, 4th Floor, Toronto, Ontario, M5H 3V5.

Item 2. **Date of Material Change**

September 29<sup>th</sup>, 2000.

Item 3. **Press Release**

The Corporation issued the attached Press Release on September 29<sup>th</sup>, 2000 through BCE Emergis -- Toronto, Ontario.

Item 4. **Summary of Material Change**

The Press Release accurately summarizes the material change.

Item 5. **Full Description of Material Change**

There are no significant facts other than as set out in the Press Release.

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

Confidentiality is not requested.

Item 7. **Omitted Information**

No information has been omitted in respect to the material change.

Item 8. **Senior Officer**

Mr. Bruno Maruzzo, Secretary, (416) 966-9953

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material changes referred to herein.

**DATED** at Toronto, this 2<sup>nd</sup> day of October, 2000.

**MATERIALS PROTECTION TECHNOLOGIES INC.**

*Signed: "Bruno Maruzzo"*

**Per:** \_\_\_\_\_

**Bruno Maruzzo,  
Secretary**

# **Materials Protection Technologies Inc.      Press Release**

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Stock Symbol – MTLP: CDN OTC  
Shares Outstanding: 80,589,222

## **Materials Protection Enters Into Letter of Intent; Will List on Tier 3 of CDNX**

**Toronto, Canada, September 29, 2000 -- Materials Protection Technologies Inc. (MTLP: Canadian Dealing Network)** announced today that it has entered into a Letter of Intent with Material Technology and Sciences, Inc. (MTS) of Dover, New Hampshire. In 1994, MTLP acquired the North American rights to the patented fire retardant coatings, and CFC and HCFC-free polyurethane foam technologies developed by MTS.

Under the Letter of Intent, MTLP will acquire

- 1) all patents and rights to the fire retardant coatings, and CFC and HCFC-free polyurethane foam technology outside of North America, and
- 2) all of MTS' fixed assets, including research and production equipment, inventories and work in process, know how and customer lists.

In addition, the Royalty Agreement between MTLP and MTS, which provided for minimum royalty payments to MTS, will be cancelled. No further payments under this agreement will be made to MTS.

In exchange, MTS will receive 7,000,000 common shares of MTLP valued at CDN \$0.27 per share, for a total of CDN \$1.89 million. The shares will be subject to an 18-month hold period. The closing of the transaction will be subject to completion of due diligence, completion of a purchase and sale agreement, approval of the respective boards of directors and the receipt of all necessary regulatory approvals. Shareholder approval is not required for this arms length transaction. MTS and MTLP deal at arm's length.

MTLP also announced today that its application to list on Tier 3 of the Canadian Venture Exchange ("CDNX") has been accepted. Common shares of MTLP will commence trading on CDNX effective Monday, October 2, 2000 under the trading symbol "YTP".

As part of the Canadian exchange realignment announced on March 15, 1999, it was agreed that the Canadian Dealing Network would be transferred by The Toronto Stock Exchange to CDNX, the new national junior stock exchange created from the merger of the Alberta and Vancouver Stock Exchanges. Further information on the CDNX, including stock quotes, can be found on the CDNX website at [www.cdnx.ca](http://www.cdnx.ca).

Materials Protection Technologies Inc. is a specialty chemical company that has proprietary technologies in the area of fire retardant coatings and additives, environmentally friendly CFC and HCFC-free polyurethane foams, and high density polyurethane.

For further information contact Jim Smith, President, 1-800-700-0093 or Bruno Maruzzo, Director, 416-966-9953.

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