

This is the form of a material change report required under Section 85(1) of the Securities Act.

## **FORM 27**

### **SECURITIES ACT**

#### **MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT**

**Item 1.        Reporting Issuer**

PACIFIC GENESIS TECHNOLOGIES INC.  
PO Box 43050  
4739 Willingdon Ave.  
Burnaby, B.C.  
V5G 3H0

**Item 2.        Date of Material Change**

March 16, 2000

**Item 3.        Press Release**

The date of the press release issued pursuant to section 85(1) of the Act with respect to the material change disclosed in this report is March 16, 2000. The press release was issued in Vancouver, British Columbia through the facilities of the Canadian Venture Exchange and through Canada Stockwatch.

**Item 4.        Summary of Material Change**

Debt Settlement and Special Warrant Private Placement announced

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

The Company announced that, subject to regulatory and Board of Director approval, it intends to settle approximately \$200,000.00 worth of debt to various creditors, some of whom are insiders of the Company by the issuance of up to 750,000 common shares, at a deemed price of \$0.36 per common share. Shareholder approval to the herein stated shares for debt transaction will be sought if deemed necessary by the Canadian Venture Exchange.

The Company also announced that it is negotiating a special warrant offering for the sale, subject to regulatory approval, of up to 1,100,000 units in the capital stock of the Company at a price of \$0.36 per

unit. Each unit will entitle the holder to receive one (1) common share of the Company and one non-transferable share purchase warrant, each share purchase warrant entitling the holder thereof to purchase one (1) additional common share of the Company for a period of one year, at an exercise price of \$0.40 per share. If fully subscribed, the Company will receive gross proceeds of \$396,000.00, before the exercise of share purchase warrants. If all of the share purchase warrants are exercised, the Company will receive additional proceeds of a maximum of \$440,000.00. The net proceeds from this special warrant offering will be used for general working capital. There will be no finder's fee paid in respect of this special warrant offering.

**Item 6. Reliance on Section 85(2) of the Act**

Not applicable

**Item 7. Omitted Information**

Not applicable

**Item 8. Senior Officer**

The following senior officer of the Company is knowledgeable about the material change disclosed in this report.

Donald Gee, President  
Business Telephone No.: (604) 618-3433

**Item 9. Statement of Senior Officer**

The undersigned, President of the Company, hereby certifies that the foregoing accurately discloses the material change referred to herein.

Executed at Vancouver, B.C. this 13th day of April, 2000.

"Donald Gee"

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DONALD GEE

# **NEWS RELEASE**

## **PACIFIC GENESIS TECHNOLOGIES INC.**

**P.O. Box 43050**

**4739 Willingdon Avenue**

**Burnaby, British Columbia V5G 3H0**

**Telephone: (604) 618-3433/Facsimile (604) 291-9926**

**CDNX SYMBOL: PGN**

March 16, 2000

PACIFIC GENESIS TECHNOLOGIES INC. (the "Company") wishes to announce that, subject to regulatory and Board of Director approval, it intends to settle approximately \$200,000.00 worth of debt to various creditors, some of whom are insiders of the Company by the issuance of up to 750,000 common shares, at a deemed price of \$0.36 per common share. Shareholder approval to the herein stated shares for debt transaction will be sought if deemed necessary by the Canadian Venture Exchange.

The Company also wishes to announce that it is negotiating a special warrant offering for the sale, subject to regulatory approval, of up to 1,100,000 units in the capital stock of the Company at a price of \$0.36 per unit. Each unit will entitle the holder to receive one (1) common share of the Company and one non-transferable share purchase warrant, each share purchase warrant entitling the holder thereof to purchase one (1) additional common share of the Company for a period of one year, at an exercise price of \$0.40 per share. If fully subscribed, the Company will receive gross proceeds of \$396,000.00, before the exercise of share purchase warrants. If all of the share purchase warrants are exercised, the Company will receive additional proceeds of a maximum of \$440,000.00. The net proceeds from this special warrant offering will be used for general working capital. There will be no finder's fee paid in respect of this special warrant offering.

This press release was prepared on behalf of the Board of Directors, which accepts full responsibility for its contents.

### **ON BEHALF OF THE BOARD**

"Donald Gee"

Donald Gee  
President & Director

**The Canadian Venture Exchange has not reviewed and does not accept responsibility for the accuracy of the release.**