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**

September 25, 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 September 25, 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**

The Company has concluded a formal agreement for the acquisition of Ware Solutions Inc. ("Ware"). The proposed transaction will be classified as a Reverse Take-Over ("RTO") under the policies of the Canadian Venture Exchange (CDNX").

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

The Company has concluded a formal agreement for the acquisition of Ware Solutions Inc. ("Ware"). The proposed transaction will be classified as a Reverse Take-Over ("RTO") under the policies of the Canadian Venture Exchange (CDNX"). Details of the proposed transaction are as follows:

(a) The Company has agreed to purchase of all of the issued and outstanding shares of Ware for $100,000 cash and 12,000,000 common shares of the Company, subject to regulatory acceptance.

(b) Ware is a privately owned Alberta company that has been involved in the high technology sector since its incorporation in March, 1998. Ware has developed a suite of Internet based e-commerce products with applications in the health, insurance, resource and telecommunications sectors. Ware's current products include Tranzform, a Rapid Application software development platform that facilitates the development of complex e-commerce solutions for a variety of business applications utilizing JAVA, XML and a variety of Internet technologies. Ware's other main product, ebill.ca, is an Internet based claims processing system for use by participants in the health care industry, including government, public and private insurance companies, and the pharmaceutical industry.

Ware and its founders have over ten years of experience in providing project management, software design and engineering and technology mentoring services to industry. Ware has been contracted by a major North American information technology company to develop its Internet UNIX Support System using Ware's TranzForm sofware development tools and Internet e-commerce technologies. The system is a web-based contract management and customer technical support system allowing the employees of the client to gain reliable and secure access to the support system anywhere an Internet connection is available. The system also allows the client's customers to access the system to manage their hardware assets and initiate support calls over the Internet. The project is currently under way with an anticipated completion date of September, 2000.

In the area of health care, Ware has developed and implemented a comprehensive information security program for the Calgary Regional Health Authority and, through ebill.ca, is delivering Internet claims processing services to many of Alberta's medical doctors, chiropractors, optometrists and other medical professionals. In insurance, Ware is currently engaged by two major Canadian insurers to assist them with IT management and mentoring of their public and private health benefit operations.

Ware believes that there are significant business opportunities in the provision of Internet based e-commerce solutions through TranzForm and by expanding its presence in the health and health insurance marketplace through ebill.ca. Ware intends to focus its efforts in these two key areas.

Since the Company's original announcement of the proposed RTO on May 18, 2000, Ware has signed a letter of intent with Dan Polomark for the purchase of all the issued and outstanding shares of Genie Computer Systems (1996) Inc. ("Genie") (the "Genie Acquisition") for the following consideration:

(i) $10,000 cash as a non-refundable commitment fee paid by Ware upon execution of the letter of intent;

(ii) $140,000 cash payable on closing; and

(iii) the issuance on closing of 200,000 common shares in the share capital of the Company at a deemed price of $1.00 per share provided that, at the sole option of Ware, $200,000 cash may be substituted for the 200,000 common shares.

Subject to approval of the RTO, the Company will issue the 200,000 common shares referred to in (iii).

Genie has been in business for over twelve years. Genie has enjoyed consistent revenues of $1,000,000 per year over the past four years. Genie services practitioners in the medical, dental and optometry marketplace through the provision of practice management systems. Genie's information systems are installed in every province in Canada with the exception of Quebec and Prince Edward Island. Genie also has three U.S. installations. Mr. Polomark desires to merge with Ware in order that his client base can be migrated to new technology.

The closing of Ware's acquisition of Genie is required to be the earlier of (a) the actual closing date of the acquisition of Ware by PGN; (b) that date that is 10 days following the date that Ware provides notice to Mr. Polomark that the acquisition of Ware by PGN is not proceeding; or (c) December 31, 2000. Should the transaction not close by December 31, 2000, either party shall be entitled upon notification to the other to terminate the arrangement without further obligation or liability.

Subject to completion of the Genie transaction, Ware or PGN will enter into a management contract with Mr. Polomark to avail itself of his expertise and industry knowledge. The title, role and responsibilities of the Vendor are to be negotiated and finalized prior to the Closing Date.

The Genie Acquisition, which is intended to be conducted in conjunction with the Ware Acquisition, will be a "Reviewable Transaction" pursuant to CDNX Policy 5.3 and CDNX approval will be required.

(c) The Company has paid the shareholders of Ware (the "Vendors") $50,000 in cash as a downpayment and has arranged for D.S. Securities Inc. (which introduced Ware to the Company) to bridge the other $50,000 of the downpayment, subject to reimbursement on closing. The $100,000 downpayment will satisfy the cash portion of the purchase price. The balance of the purchase price will be paid by the issue of 12,000,000 common shares without par value in the capital of the Company based on a Valuation Report prepared by Robert J. Landry, BBA, CGA, CBV, which valued the Ware shares, as at May 31, 2000, at between $7,400,000 and $10,350,000. Mr. Landry is an accredited Chartered Business Valuator with over 30 years of experience in preparing and reviewing business valuations. He is a principal of Landry & Associates, a firm that provides business valuation, consulting and accounting services from its office in St. Albert, Alberta.

(d) Ware is an Alberta corporation having its business and assets located in Calgary, Alberta.

(e) The Vendors are John David, Nadine David, Integration Consulting Inc. (James Josephs), James Josephs, Kylin Software Inc. (Raymond Leung), Raymond Leung, Skuld Technologies Inc. (Robert Tholl), Robert Tholl, Wade Trainor, David Halpin, Carla Josephs, Kerri Trainor, Clarence Hookenson and Clayton Russell, all of whom reside in Calgary, Alberta, and Wade Cherwayko and Mona Lundin Hamilton, who reside in London, England.

(f) No Related Party (as that term is defined in CDNX Policies) of the Company has any direct or indirect beneficial interest in Ware or is an insider of Ware, and there is no relationship between any Related Party of the Company and any Related Party of Ware.

(g) The names and backgrounds of all Persons who will constitute Principals of the Resulting Issuer (as that term is defined in the CDNX Policies) are as follows:

(i) Donald Gee, President of the Company, who will remain on the board; and

(ii) two nominees of the Vendors will be appointed to the board to replace the other two current directors, one of whom will be John David. John K. David is an information technology professional. Prior to becoming the President of Ware and Ebill.ca Inc. he held positions of Vice President, Sales and Marketing and Vice President, Patient/Provider Solutions (product development) for GSA Consulting Group Inc. Mr. David's professional qualifications include Information Technology Management and Marketing Management from the University of Calgary.

(h)/(i) The Company was obliged to pay $100,000 of the purchase price upon execution of the letter of intent on May 17, 2000 as a non-refundable commitment fee. The Company paid $50,000 of that fee and arranged with D.S. Securities Ltd. (Isaac Collie) ("DSS"), which will receive a finder's fee of 250,000 shares in connection with the RTO, to advance the other $50,000. The Company's obligation in respect of the $50,000 advanced by DSS is limited to paying the same amount to DSS on completion of the RTO.

(j) The RTO is subject to completion by January 31, 2000, as well as other standard conditions precedent.

(k) The Company has not yet retained a sponsor.

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and disinterested shareholder approval. The transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Management Information Circular and/or Filing Statement to be prepared in connection with the transaction, any information released or received with respect to the RTO may not be accurate or complete and should not be relied upon. Trading in the securities of Pacific Genesis Technologies Inc. should be considered highly speculative.

The Canadian Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

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 25th day of September, 2000.

"Donald Gee"

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

September 25, 2000

Pacific Genesis Technologies Inc. (the "Company") is pleased to announce that it has concluded a formal agreement for the acquisition of Ware Solutions Inc. ("Ware"). The proposed transaction will be classified as a Reverse Take-Over ("RTO") under the policies of the Canadian Venture Exchange (CDNX"). Details of the proposed transaction are as follows:

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The Canadian Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

PACIFIC GENESIS TECHNOLOGIES INC.
On behalf of the Board

"Donald Gee"

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Donald Gee, President

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