

WARE SOLUTIONS CORPORATION
(formerly Pacific Genesis Technologies Inc.)
200, 1204 Kensington Road N.W.
Calgary, Alberta T2N 3P5

ALBERTA SECURITIES COMMISSION

19th Floor,
10025 Jasper Avenue
Edmonton, Alberta
T5J 3Z5

Attention: Executive Director

**BRITISH COLUMBIA SECURITIES
COMMISSION**

P.O. Box 10142
Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2

Attention: Corporate Finance

Dear Sirs:

Re: Ware Solutions Corporation (formerly Pacific Genesis Technologies Inc.) - Material Change Report Under Section 118(1) of the *Securities Act* (Alberta), Section 85 of the *Securities Act* (British Columbia)

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of Ware Solutions Corporation (formerly Pacific Genesis Technologies Inc.) (the "Company"). For convenience, this letter is itemized in the same manner as BC Form 53-901F of the *Securities Act* (British Columbia) and similar forms under the *Securities Act* (Alberta). Concurrent with this filing, this letter is being filed with the Canadian Venture Exchange Inc., being the only Exchange on which the Corporation's shares are conditionally approved for listing

Item 1 - Reporting Issuer

Ware Solutions Corporation (formerly Pacific Genesis Technologies Inc.)
200, 1204 Kensington Road N.W.
Calgary, Alberta T2N 3P5

Item 2 - Date of Material Change

The material change occurred on September 20, 2001.

Item 3 - Publication of Material Change

A Press Release concerning the material change was issued on or about September 24, 2001.

Item 4 - Summary of Material Change

The Company has concluded the acquisition of Ware Solutions Inc. ("Ware Inc.") as a reverse take-over ("RTO") under the policies of the Canadian Venture Exchange Inc. ("CDNX") and related transactions as approved by the shareholders of the Corporation at an annual and extraordinary meeting of shareholders on June 19, 2001.

Item 5 - Full Description of Material Change

The Company has concluded the acquisition of Ware as an RTO under the policies of the CDNX and related transactions as approved by the shareholders of the Corporation at an annual and extraordinary meeting of shareholders on June 19, 2001.

As consideration for the acquisition of all of the issued and outstanding shares of Ware Solutions Inc., the Company issued 13,431,700 common shares at a deemed price of \$0.65 per share to the vendors of Ware Solutions Inc and issued 250,000 common shares to D.S. Securities Ltd., a privately held arm's length company, as a finder's fee in connection with the Ware Inc. acquisition. Yorkton Securities Inc. ("Yorkton") acted as sponsor in connection with the RTO. In addition, the Company issued 100,000 shares at a deemed price of \$0.65 per share to settle outstanding debt of \$65,000. Such shares are restricted from resale until as follows: 76,293 shares until August 3, 2002, 18,003 shares until June 1, 2002 and 5,074 shares until January 13, 2002.

In conjunction with the RTO, on September 14, 2001, the Company completed a statutory arrangement (the "Arrangement") effecting the transfer of its interest in the August 25, 1998 agreement for the sale of its retractable syringe technology and related assets (including the shares of RMS Research Medical Systems (Canada) Ltd. ("RMS Canada"), a US\$500,000 account receivable from Spectrum Biotech Inc.) to a subsidiary ("Newco") of the Company. The purpose of the Arrangement was to avoid the substantial dilution to the indirect interests of the Company's current shareholders in the US\$500,000 Spectrum receivable which would result from the issue of 13,431,700 shares of the Company to the Ware Inc. vendors. Pursuant to the Arrangement, each person who was a shareholder of the Company on September 14, 2001 (before completion of the RTO) became entitled to receive on common share in the capital of Newco, which, in turn, owns the assets related to the retractable syringe technology (the "Receivable Assets").

Also pursuant to the Arrangement, Newco amalgamated with Corsair Minerals Inc. ("Corsair") to create Madalena Ventures Inc. ("Madalena"), a B.C. company which is a reporting issuer, but is not listed on any stock exchange. 400,000 Madalena shares were issued to the shareholders of Corsair at the deemed price of \$0.10 each. The amalgamation gave Madalena access to Corsair's cash without acquiring any liabilities. The Corsair cash is intended to be used to finance the administration of Madalena pending receipt of payments on account of the US\$500,000 receivable from Spectrum (the "Receivable").

Madalena has assets with a book value of approximately of approximately C\$780,000 (based on a Canadian/U.S. conversion ratio of 1.00:1.48 being applied to the Receivable) and nominal liabilities. Although Madalena holds the Receivable, there can be no assurance that the Receivable will ever be collected by Madalena and the value of that Receivable has accordingly been discounted to C\$300,000 for accounting purposes.

After completion of the Arrangement, the Company discontinued from British Columbia and continued under the laws of Alberta under the name Ware Solutions Corporation.

The current board of directors include John K. David, David J. Halpin, Bruce C. Lyons and David M. Wattling. John K. David is the newly appointed President and Chief Executive Officer and David J. Halpin, the newly appointed Vice President Finance and Chief Financial Officer of the Company.

In exchange for shares of Ware Solutions Inc., John K. David acquired ownership and control of 2,000,000 shares of the Corporation representing 12.2% of the Corporation's issued and outstanding shares. Upon completion of the acquisition Mr. David, together with other joint owners has (i) ownership of and control over; (ii) ownership of but control over is held by other persons or companies other than as the offeror or any

joint owners; and (iii) exclusive or shared control over but does not have ownership of, a total of 2,086,000 common shares (representing 12.7% of the Corporation's outstanding common shares).

Presently Mr. David does not have any intention of acquiring any further securities of the Issuer but may acquire ownership of or control over further securities of the Issuer in the future depending upon market circumstances.

Item 6 - Reliance of Section 118(4) of the *Securities Act* (Alberta) and Section 85(2) of the *Securities Act* (British Columbia)

Not applicable

Item 7 - Omitted Information

Not applicable

Item 8 - Senior Officer

The name of a Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

Mr. John K. David, President and Chief Executive Officer
Telephone: (403) 291-9678
Facsimile: (403) 283-9670

Item 9 - Statement of a Senior Officer

The foregoing accurately discloses the material change referred to in this report.

DATED this 24th day of September, 2001.

Yours truly,

Ware Solutions Corporation

Per: "*David J. Halpin*"
David J. Halpin
Vice-President, Finance and Chief Financial Officer

cc: The Canadian Venture Exchange Inc.