

**BC FORM 53-901F
(PREVIOUSLY FORM 27)
MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF
THE *SECURITIES ACT* (BRITISH COLUMBIA)**

ITEM 1. REPORTING ISSUER

CACHET ENTERPRISES CORP.
Suite 402
750 West Pender Street
Vancouver, BC
V6C 2T1
Telephone: 604-688-0044
(the "Issuer")

ITEM 2. DATE OF MATERIAL CHANGE

March 13, 2002

ITEM 3. PRESS RELEASE

March 13, 2002 - Vancouver, BC

ITEM 4. SUMMARY OF MATERIAL CHANGE

Private Placement

The Company announces that it has arranged to raise \$105,000 by way of private placement. The private placement will consist of 300,000 units at the price of \$0.35 per unit. Each unit will consist of one common share and a warrant for the right to purchase a further share exercisable for two years at the exercise price of \$0.35 in the first year and at \$0.40 in the second year.

The Company proposes to pay a finder's fee of 10% of the gross proceeds, payable in cash or units on closing of the private placement.

The proceeds of the private placement will be used for working capital and for a preliminary program on the Company's Otish Mountain area property in Quebec.

The above mentioned private placement is subject to regulatory approval.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

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ITEM 6. RELIANCE ON SECTION 85(2) OF THE *SECURITIES ACT* (BC) OR

N/A

ITEM 7. OMITTED INFORMATION

N/A

ITEM 8. SENIOR OFFICERS

To obtain further information contact Mr. Dil Gujral the President and a Director of the Issuer, at (604) 688-0044.

ITEM 9. STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia, this 13th day of March, 2002.

"Dil Gujral"

Dil Gujral,
President