

This is the form of a material change report required under section 85 (1) of the Securities Act and section 151 of the Securities Rules.

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

This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

Every report required to be filed under section 85 (1) of the Act shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure."

WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL - SECTION 85", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL."

Item 1. Reporting Issuer

iaNett International Systems Ltd.
Suite 500-750 West Pender Street
Vancouver, B.C. V6C 2T7

Item 2. Date of Material Change

July 27, 2001

Item 3. Press Release

A press release was issued to the Canadian Venture Exchange on July 27, 2001 and disseminated through Canada Stockwatch and Market News.

Item 4 & 5 Summary and Full Description of Material Change

IaNett is pleased to announce the signing of a standstill agreement with a technology services and solutions provider. The companies have till August 30, 2001 to determine the potential of a combined business to create shareholder value. As part of the standstill agreement Gordon A. Samson the operating CFO and a minority shareholder of the technology solutions provider will be appointed to the board of directors of iaNett. Mr. Samson, a Certified General Accountant, has over 15 years of experience in various financial positions. Prior to joining iaNett Mr. Samson held a position in Corporate Finance with Moore Consulting Services Inc. ("MCSI"). At MCSI, Mr. Samson's projects included mergers and acquisitions advisory, business regeneration advisory, due diligence assessments, financial management advisory and raising capital on behalf of clients. Mr. Samson has also served as Chief Financial Officer for several start-up companies,

where he was responsible for facilitating debt and equity financings, preparing regulatory and exchange filings and cash management.

In addition Shone Anstey has joined the board of iaNett. Mr. Anstey is the co-founder of Ianett Internet Technologies Ltd. which developed the iaNett parallel processing search engine.

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

This report is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been intentionally omitted from this form.

Item 8. Senior Officers

To obtain further information, contact a director of the Issuer at (604) 681-4911

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, on November 20, 2001.

iaNett International Systems Ltd.

By: "Gordon Samson"
Chief Financial Officer and Director