This is a 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

NOTE: 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.

NOTE: 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".

NOTE: 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

Dexton Technologies Corporation (the "Issuer")
3112 Boundary Road
Burnaby, British Columbia V5M 4A2
Telephone: (604) 433-9866

Item 2. Date of Material Change

February 3, 2000

Item 3. Press Release

Press release was issued in Burnaby, B.C. on February 4, 2000 and was disseminated through Stockwatch and Market News and copies were filed with the Canadian Venture Exchange and the B.C. Securities Commission.

Item 4. Summary of Material Change

Acquisition

Under the terms of an asset purchase agreement dated as of November 26, 1999, the Issuer's wholly owned subsidiary purchased, as a going concern, all of the assets and property of the business of Integrated Technology Solutions Group Inc.

Item 5. Full Description of Material Changes

Acquisition

Under the terms of an asset purchase agreement dated as of November 26, 1999, the Issuer's wholly owned subsidiary purchased, as a going concern, all of the assets and property of the business of Integrated Technology Solutions Group Inc. ("ITS"). The acquisition of the ITS assets closed on February 3, 2000.

In consideration of the ITS assets, the Issuer and RapidFusion.com:

(a) paid to ITS $350,000 in cash;

(b) issued to ITS 350,000 common shares of the Issuer at the deemed price of $1.00 per share;

(c) issued to ITS 411,764 common shares of RapidFusion.com, representing 15% of RapidFusion.com's issued capital on closing, at the deemed price of $0.15 per share; and

(d) agreed to assume ITS's liabilities of approximately $172,818.45 on closing.

The Canadian Venture Exchange approved the purchase of the ITS assets on January 31, 2000, and the British Columbia Securities Commission issued an exemption order on February 2, 2000 authorizing the issuance of the the Issuer's shares to ITS. The Issuer's shares will be subject to a four month hold period in British Columbia expiring on June 3, 2000.

The Issuer now holds an 85% equity interest in RapidFusion.com. On closing, RapidFusion.com appointed directors and officers as follows:

- Tom Waters – director, President, and Chief Operating Officer
- Abdul Ladha – director and Chief Executive Officer;
- Nizar Bharmal – director
- Barrett Sleeman – director
- Haneef Esmail – director
- Jeffrey Keen – Vice-President, Business Development
- George E. Stea – Vice-President, Finance and Administration, and Chief Financial Officer
- Carolyn Glazier –Vice-President, Sales and Marketing

RapidFusion.com also entered into employment agreements with each of Tom Waters, Jeffrey Keen, George E. Stea, and Carolyn Glazier.

ITS is a private British Columbia company engaged in the business of the development of integrated e-commerce solutions, Web-based point-of-sale (POS) solutions, dynamic database-driven Web sites, and complex Web-based applications. ITS has provided Retail Information Management Systems software solutions, integrated e-commerce solutions, Web-based POS systems, dynamic database-driven Web sites, and complex Web-based applications to small and medium sized retailers and general businesses throughout North America. ITS currently has over 300 active clients with an installed base of over 400 systems. RapidFusion.com plans to incorporate ITS's experience and client base to bolster its Web application development program. The combination of ITS's experience and clientele coupled with RapidFusion.com's technology will provide clients with an unprecedented range of Web-based products. RapidFusion.com's Web-based product offerings will be enhanced by the implementation of world class technical services, including IAH, installation and training, technical support, and custom programming.

Some of ITS's current clients include Umbro Canada, Mark James, Comor Sports, United Colors of Benetton, Hills of Kerrisdale, Work World America, Work World Franchises, and A&W Food Services. ITS's Web clients include the Retail Merchants Association of British Columbia, Ingledew's Shoes, Ableauctions.com, Inc., Sun Peaks Resort Corporation, and the Sports Fishing Institute of British Columbia.

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

The Senior Officer of the Issuer who is knowledgeable about the material changes and the report is Abdul Ladha, Telephone: (604) 433-9866.

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED as of this 4th day of February, 2000.

DEXTON TECHNOLOGIES CORPORATION

By: *"Abdul Ladha"*

President
Official Capacity

Abdul Ladha
Please print here name of individual whose signature appears above.