BC FORM 53-901F (Previously Form 27)

Securities Act

Material Change Report Under Section 85(1) of the Act

ITEM 1 Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer:

Dexton Technologies Corporation
(the "Company")
Suite 1304-925 West Georgia Street
Vancouver, B.C. V6C 3L2
(604) 692-0073

ITEM 2 Date of Material Change

State the date of the material change: *October 19, 2001*

ITEM 3 Press Release

State the date and place(s) of issuance of the press release issued under section 85(1) of the Act.

October 19, 2001
Vancouver, British Columbia

ITEM 4 Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change:

The Company announced that it has finalized the terms of the sale of the assets of Rapidfusion.com Technologies Inc. ("Rapidfusion") and Dexton Enterprises Inc. ("Dexton") to 3926479 Canada Inc. (the "Purchaser"). The Company is the parent company of Rapidfusion and the indirect parent company of Dexton.

The Company will change its name to "Strategem Capital Corporation" as soon as practicable after the closing.

ITEM 5 Full Description of Material Change

See attached Schedule "A".

ITEM 6 Reliance on Section 85(2) of the Act

If the report is being filed on a confidential basis in reliance on section 85(2) of the Act, state the reasons for that reliance:

N/A

ITEM 7 Omitted Information

N/A

ITEM 8 Senior Officers

Give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom the Commission may contact that senior officer:

Kenneth W. Morgan, President, CEO and Director
(604) 692-0073

ITEM 9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 22nd day of October, 2001.

"Kenneth W. Morgan"
Kenneth W. Morgan,
President, CEO and Director

Schedule "A"

DEXTON
TECHNOLOGIES
CORPORATION

Suite 1304 – 925 West Georgia, Vancouver, British Columbia V6C 3L2
Tel: (604)-692-0073

NEWS RELEASE FOR: DEXTON TECHNOLOGIES CORPORATION.

CONTACT: Ken Morgan
1-604-692-0073
Email: invest@dexton.com or visit www.dexton.com

DEXTON FINALIZES DIVESTITURE OF RAPIDFUSION.COM ASSETS

COMPANY WILL CHANGE ITS NAME TO "STRATEGEM CAPITAL CORPORATION"
AND CONCENTRATE ON MERCHANT BANKING TRANSACTIONS

VANCOUVER, BRITISH COLUMBIA –October 19, 2001 –Dexton Technologies Corporation (the "Company" or "Dexton") (CDNX: DXT) announced today that it had finalized the terms of the sale of all of the assets of its Rapidfusion.com Technologies Inc. ("Rapidfusion") and Dexton Enterprises Inc. ("Enterprises") subsidiaries to certain employees of Rapidfusion (the "Purchasers") in exchange for the Purchasers assuming the liabilities of Rapidfusion and Enterprises existing at closing. The sale is subject to CDNX approval and is scheduled to close on or before October 31, 2001.

"The computer business in Canada is very competitive and dominated by major players such as Dell Computer and Future Shop," said Kenneth W. Morgan, the President and CEO of Dexton. "It was unlikely that further expenditures in the sector would reap any significant reward, therefore we made the decision to cut the burn rate associated with Rapidfusion and Enterprises and save the cash for more worthy investments."

The Company originally announced its intention to sell the assets in a news release dated July 20, 2001, and received approval by a special resolution of the shareholders at its Annual General Meeting held on September 10, 2001 (the "AGM"). The Company reported at the AGM that it had retained Evans & Evans to prepare a valuation of the businesses of Rapidfusion and Enterprises (the "Businesses"), and that the valuation indicated that the Businesses had a nominal fair market value. The consideration to be paid by the Purchasers for the assets will be the assumption by the Purchasers of all liabilities of Rapidfusion and Enterprises existing at the closing date and the assignment to and assumption by the Purchasers of the lease of a property located at 3112 Boundary Road in Burnaby which is owned by the former President of the Company.

The Company will change its name to ‘Strategem Capital Corporation” as soon as practicable after the closing. A new CDNX trading symbol and a new CUSIP number will be announced at that time.

About Dexton Technologies

Dexton Technologies Corporation is a publicly-traded merchant bank focused on the development of emerging technology companies with the potential for exceptional growth.

This release and prior releases are available on the Company’s Internet web site located at www.dexton.com.

BY ORDER OF THE BOARD OF DIRECTORS

“Kenneth W. Morgan”

Kenneth W. Morgan, President, CEO and Director

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