FORM 27
Securities Act (Ontario)

MATERIAL CHANGE REPORT UNDER SECTION 75(2) OF THE ACT

Item 1. **Reporting Issuer**

Taltal Gold Corp.

Item 2. **Date of Material Change**

A material change took place on February 9, 2000.

Item 3. **Press Release**

On February 9, 2000, a news release in respect of the material change was released by telecopier through the facilities of the BCE Emergis.

Item 4. **Summary of Material Change**

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

Item 5. **Full Description of Material Change**

A full description of the material change is contained under Item 4.

Item 6. **Reliance on Section 75(3) of the Act**

The report is not being filed on a confidential basis.

Item 7. **Omitted Information**

No information has been omitted.

Item 8. **Senior Officer**

R. Brian Murray, President, at (416) 864-0237.

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, this 16th day of February, 2000.

TALTAL GOLD CORP.

Per: (Signed) “R. Brian Murray”
R. Brian Murray, President

SCHEDULE "A"

TALTAL GOLD CORP.
121 Richmond Street West
Suite 804
Toronto, Ontario
M5H 2K1

PRESS RELEASE

February 9, 2000
For Immediate Release

Taltal Agrees to Amalgamate with Capture.Net Technologies

Taltal Gold Corp. ("Taltal") announces that it has entered into a letter of intent with Capture.Net Technologies, Inc. ("Capture.Net"), an arms' length private Ontario corporation, pursuant to which Taltal and Capture.Net have agreed to amalgamate and continue as one corporation under the *Business Corporations Act* (Ontario). Prior to completing the proposed amalgamation, Taltal will make a best efforts offering to sell a minimum of 2,400,000 units and a maximum of 4,000,000 units of Taltal, at a price of $0.50 per unit, each unit to consist of one common share and one-half (½) of a common share purchase warrant, each whole warrant entitling the holder to purchase one common share of Taltal at a price of $0.75 for a period of 18 months from the date of issuance.

Capture.Net develops markets and supports software solutions for retail businesses and e-commerce. Upon completion of the minimum offering and the proposed amalgamation, the shareholders of Taltal will hold approximately 6,600,000 common shares representing 39.8% of the shares of the amalgamated corporation and the shareholders of Capture.Net will hold approximately 10,000,000 common shares representing 60.2% of the shares of the amalgamated corporation. The completion of the proposed amalgamation will be subject to, among other things, the preparation of definitive documentation, satisfactory completion of due diligence and receipt of all necessary shareholder and regulatory approvals.

The issued and outstanding capital of Taltal currently consists of 1,700,001 common shares.

Taltal's management consists of R. Brian Murray, President and a director, Calvin D. Bruner, Chief Financial Officer and a director, and A. Timothy Peterson, director.

For further information please contact Mr. R. Brian Murray, President at (416) 864-0237.