

**CAPTURE.NET TECHNOLOGIES INC.
MATERIAL CHANGE REPORT**

1. **REPORTING ISSUER**

Principal Address:

9040 Leslie Street, Suite 227
Richmond Hill, Ontario
Canada
L4B 2P3

2. **DATE OF MATERIAL CHANGE**

April 28, 2000

3. **PUBLICATION OF MATERIAL CHANGE**

The press release attached as Schedule "A" was released through Canada Newswire on May 3, 2000.

4. **SUMMARY OF MATERIAL CHANGE**

Capture.Net Technologies Inc. ("Capture.Net") announced that it has completed its previously announced amalgamation with Taltal Gold Corp. ("Taltal").

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

Capture.Net announced that it has completed its previously announced amalgamation with Taltal.

The resulting public company, which has 17,074,001 issued and outstanding common shares and an additional 5,925,000 shares issuable on exercise of outstanding warrants, carries on the business of Capture.Net. Capture.Net is a Toronto-based software development firm specializing in enterprise solutions for point-of-sale, customer relationship management and back office operations.

Prior to completing the amalgamation, Taltal completed an offering of 2,850,000 units at a price of \$0.50 per unit for aggregate proceeds of \$1,425,000. Each unit consists of one common share and one-half of one common share purchase warrant, each whole warrant entitling the holder to purchase one common share of Capture.Net at a price of \$0.75 until December 5, 2001.

6. **RELIANCE ON APPLICABLE PROVISIONS
PERMITTING NON-DISCLOSURE OF MATERIAL CHANGE**

Not applicable.

7. **OMITTED INFORMATION**

Not applicable.

8. **SENIOR OFFICERS**

The following senior officer of Capture.Net may be contacted for information:

Roger Sholanki, President and Chief Executive Officer
Capture.Net Technologies Inc.
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Canada
L4B 2P3

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9. **STATEMENT OF SENIOR OFFICER**

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, this 9th day of May, 2000.

"Roger Sholanki"

Roger Sholanki, President and Chief
Executive Officer

SCHEDULE "A"

PRESS RELEASE

CAPTURE.NET TECHNOLOGIES INC.

For immediate release

May 3, 2000

Capture.Net Technologies Inc. Completes Amalgamation with Taltal Gold Corporation

CDN Symbol: CAPN

Capture.Net Technologies Inc. ("Capture.Net"), a provider of "click and mortar" business management software to the retail industry, announced today that it has amalgamated with Taltal Gold Corporation. Prior to completing the amalgamation, Taltal completed an offering of 2,850,000 units at a price of \$0.50 per unit for aggregate proceeds of CAD \$1,425,000. Each unit consists of one common share and one-half of a common share purchase warrant, each whole warrant entitling the holder to purchase one common share of Capture.Net at a price of \$0.75 until December 5, 2001.

Capture.Net now has 17,074,001 common shares outstanding and an additional 5,925,000 shares issuable on exercise of outstanding warrants.

About Capture.Net Technologies, Inc.

Capture.Net Technologies is a Toronto-based software development firm specializing in enterprise solutions for point-of-sale, customer relationship management and back office operations. Solutions focus on "click and mortar" retail chains, franchises and independent retailers. With over 4,000 licenses in operation worldwide, the firm's flagship product RMS (Retail Management System) provides a fully integrated 'web-enabled' solution for capturing point-of-sale transactions, customer profiles and loyalty to managing back office functions such as purchasing, merchandising, inventory control, sales analysis and reporting – all in real-time!

Capture.Net has the potential to revolutionize the way retailers manage their businesses as the RMS solution is specifically designed to increase sales force productivity, streamline customer relationship management and back office operations to maximize profitability.

Capture.Net's management consists of Roger Sholanki, President, Chief Executive Officer and director, Richard Churchill, Vice-President and director, Brian McNiff, director, R. Brian Murray, director and Calvin D. Bruner, director.

For further information, please contact:

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