FORM 27

MATERIAL CHANGE REPORT

Section 118 (1) of the *Securities Act* (Alberta)

Item 1. **Reporting Issuer:**

The name and address of the reporting issuer is Northlinks Limited ("Northlinks") with its principal and registered offices at Suite 300, 840 6th Avenue S.W., Calgary, Alberta, T2P 3E5.

Item 2. **Date of Material Change:**

The material change occurred effective October 12, 2000.

Item 3. **News Release:**

A press release reporting the material change was issued on October 12, 2000 through ISDN Wire Service.

Item 4. **Summary of Material Change:**

The Company announces agreement to purchase C-Connect Satellite Ltd.

Item 5. **Full description of Material Change:**

Northlinks Limited ("Northlinks") is pleased to report that it has concluded an agreement to acquire all of the shares of C-Connect Satellite Inc ("C-Connect") for a total purchase price of $420,000. The acquisition will be done through the issuance of 1,400,000 Northlinks Common Shares at a deemed price of $0.30 per share in exchange for 100% of the outstanding Common Shares of C-Connect. No finder's fee is payable with respect to the transaction.

C-Connect (www.c-connectsatellite.com) is a Calgary based private company providing satellite uplink and production services to several industries. In particular, C-Connect has provided services to various networks such as CBC, CTV, Global News, TSN and the A Channel, and has a long-term supply contract with Heartland Livestock Services to provide uplink services with respect to cattle auctions in Saskatchewan, Alberta and Manitoba. This contract expires on June 30, 2002. For the 8 months ended August 31, 2000 C-Connect's total revenues (unaudited) were $172,013.

Completion of the acquisition is subject to Canadian Venture Exchange and shareholder approval. The acquisition will be a non-arms length transaction since Alastair Robertson, David Snell and Ross Drysdale, directors of Northlinks, are also directors and shareholders of C-Connect. In addition, Cher McKinnon, an officer of Northlinks, is a shareholder of C-Connect. The acquisition was approved by an Independent Committee of the directors of Northlinks.

Item 6. **Reliance on Section 118(2) of the Securities Act:**

Not Applicable

Item 7. **Omitted Information:**

Not Applicable

Item 8. **Senior Officer:**

Alastair J. Robertson
Telephone: (403) 234 - 9120

Item 9. **Statement of Senior Officer:**

The foregoing accurately discloses the material change referred to herein.

DATED November 1, 2000, 2000 at Calgary, Alberta

NORTHLINKS LIMITED

By: **Alastair J. Robertson**
Alastair J. Robertson, Chief Executive Officer

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