BSM TECHNOLOGIES INC.
5875 Hwy 7.
Suite 200
Woodbridge, Ontario
L4L 1T9

VIA SEDAR

Ontario Securities Commission
19th Floor, 20 Queen Street West
Toronto, Ontario M5H 3S8
Attention: Continuous Disclosure

British Columbia Securities Commission
12th Floor, Pacific Centre, 701 W. Georgia St.
Vancouver, B.C. V7Y 1L2
Attention: Continuous Disclosure

Alberta Securities Commission
4th Floor, 300-5th Avenue S.W.
Calgary, Alberta, T2P 3C4
Attention: Continuous Disclosure

Manitoba Securities Commission
500-400 St. Mary Avenue
Winnipeg MB R3C 4K5
Attention: Continuous Disclosure

TSX Venture Exchange
3rd Floor, 130 King Street West
Toronto, Ontario M5X 1E5
Attention: Market Operations

Dear Sirs/Mesdames:

RE: Material Change Report

1. The name of the Reporting Issuer is **BSM Technologies Inc.** ("BSM" or the “Company”) whose principal office is at 5875 Hwy 7., Suite 200, Woodbridge, Ontario, Canada L4L 1T9.

2. The material change occurred on January 14, 2008.

3. A Press Release was published at Toronto on January 15, 2008.

4. The Company announced that completion of a private placement of $450,000 Debenture Financing with a Company controlled by the acting chairman of the Company, Lloyd Atkinson.

5. The debenture is secured against the assets of Netistix Technologies Inc (“Netistix’), a fully owned subsidiary of the Company, and repayable upon receipt by Netistix of the funds evidenced by the notice of assessment from Canada Revenue Agency and the Department of Finance Canada determining the amount of the Investment tax credit refund claim (the “SRED Claim”). The Debenture bears an interest rate of 14% per annum.
The issuance of the Debenture to an insider of the Company is exempt from the valuation and shareholder approval requirements of Ontario Securities Commission Rule 61-501

(the "Rule") by virtue of the exemptions contained in sections 5.5 2 of the Rule and 5.7(1) 2 in that the fair market value of the debt does not exceed 25% of the BSM's market capitalization. The Company proceeded with the Debenture immediately as no payment or obligations existed in respect of the Debenture at the time of closing on January 14, 2008. The transaction has been approved by the TSX Venture Exchange.

The funds from the private placement were used for general working capital for the Company's business. The transaction will have no effect on the shareholder position of the insider, Lloyd Atkinson, directly or indirectly. The transaction was approved by all of the disinterested directors of the Company.

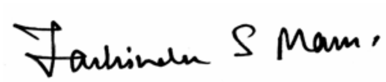
6. This report is <u>not</u> being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

7. No information has been omitted because it is believed it should remain confidential.

8. For further information, please contact Mr. Jasbinder Mann, Tel. #: (905) 265-1200 or Email: jasm@bsmwireless.com

9. The foregoing accurately discloses the material changes referred to herein.

DATED at Toronto, Ontario this 24th day of January 2008.



JASBINDER MANN
Chief Financial Officer