

MATERIAL CHANGE REPORT

UNDER SECTION 118(1) OF THE *SECURITIES ACT* (ALBERTA) (FORM 27)

1. **REPORTING ISSUER**

OnSat.net Canada Inc. (the "Corporation")
Suite 1130, 10201 Southport Road S.W.
Calgary, Alberta T2W 4X9

2. **DATE OF MATERIAL CHANGE**

December 22, 1999

3. **PRESS RELEASE**

On December 23, 1999 at Calgary, Alberta a new release was issued and disseminated through Canada News Wire.

4. **SUMMARY OF MATERIAL CHANGE**

The Corporation announced that The Canadian Venture Exchange issued a Bulletin on December 22, 1999 announcing that the Corporation has completed its Major Transaction to acquire the Canadian rights to OnSat Network Communications, Inc.'s satellite Internet technology

As part of the Major Transaction, the Corporation has changed its corporate name from "Pancontinental Marketing Corp." to "OnSat.net Canada Inc." Its common shares will now trade under the symbol ONS on the Canadian Venture Exchange.

As part of the Major Transaction, the Corporation completed a private placement pursuant to which it has issued 340,364 units at \$0.60 per unit comprised of 340,364 common shares and 340,364 common share purchase warrants. The common share purchase warrant entitles the holder to subscribe for one common share at a price of \$0.75 per share for a twelve month period, and at a price of \$1.00 per share for a further twelve months thereafter.

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

The Corporation announced that it has completed its Major Transaction to acquire the Canadian rights to OnSat Network Communications, Inc.'s satellite Internet technology. As a result, PMC is no longer a Junior Capital Pool company and has graduated into a full operating company.

As part of the Major Transaction, the Corporation has changed its corporate name from "Pancontinental Marketing Corp." to "OnSat.net Canada Inc." Its common shares will now trade under the symbol ONS on the Canadian Venture Exchange.

As part of the Major Transaction, the Corporation completed a private placement pursuant to which it has issued 340,364 units at \$0.60 per unit comprised of 340,364 common shares and 340,364 common share purchase warrants. The common share purchase warrant entitles the holder to subscribe for one common share at a price of \$0.75 per share for a twelve month period, and at a price of \$1.00 per share for a further twelve months thereafter. The private placement resulted in the corporation receiving gross proceeds of approximately \$204,000, which were added to its cash reserves.

The Corporation has secured premises at Suite 1130, 10201 Southport Road S.W. Calgary, T2W 4X9 (Tel: (403) 313-6260). The Corporation is currently negotiating a number of business relationships and transactions and expects to announce the terms of concluded opportunities shortly.

The Corporation currently has 6,641,695 common shares, 2,150,000 preferred shares and 340,364 common share purchase warrants outstanding. The Corporation is in the business of providing bi-directional Internet broadband connectivity via satellite to businesses, schools and other organizations in Canada.

6. **RELIANCE ON SECTION 118(2) OF THE ALBERTA *SECURITIES ACT***

Not Applicable

7. **OMITTED INFORMATION**

Not Applicable

8. **SENIOR OFFICERS**

For further information, visit our website www.chpc.com/onsat or contact:

Eric Meger	Executive Vice President and COO	(317) 590-0607
Peter Brill	President, CEO and Director	(403) 541-1000
Dinesh Dattani	Vice President Finance, CFO and Director	(403) 298-5779
Ted Swanton	Director	(403) 255-1474

9. **STATEMENT OF SENIOR OFFICER**

The foregoing accurately discloses the material change referred to in this material change report.

DATED at Calgary, Alberta this 23rd day of December, 1999.

OnSat.net Canada Inc.

Per: (Signed) _____
Dinesh Dattani, Vice President, Finance, Chief
Financial Officer and Secretary

IT IS AN OFFENCE UNDER THE SECURITIES ACT AND THE SECURITIES REGULATIONS FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATIONS THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION