MATERIAL CHANGE REPORT

Section 75(2) of the *Securities Act* (Ontario)
Section 118 (2) of the *Securities Act* (Alberta)
Section 67(1) of the *Securities Act* (British Columbia)

ITEM 1 REPORTING ISSUER

NewSys Solutions Inc.
11 - 900 Lady Ellen Place
Ottawa, Ontario
K1Z 5L5
(the "Corporation")

ITEM 2 DATE OF MATERIAL CHANGE

February 28, 2000

ITEM 3 PRESS RELEASE

A press release was issued by the Corporation on Tuesday, February 29th, 2000. A copy of such press release is annexed hereto.

ITEM 4 SUMMARY OF MATERIAL CHANGE

The Corporation announced that it has completed its acquisition of Inbusiness.com Inc. ("*inbusiness.com*") and The Business Media Network Inc. ("BMN"). The terms of the agreement provide for an "all stock" transaction. of up to 1.9 million NewSys common shares plus 500,000 common share purchase warrants, for a total transaction value of up to $7.5 million.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

See attached press release.

ITEM 6 RELIANCE ON SECTION 75(3) OF THE *SECURITIES ACT* (ONTARIO) OR EQUIVALENT PROVISIONS

Not Applicable

ITEM 7 OMITTED INFORMATION

Not Applicable

ITEM 8 SENIOR OFFICER

For further information, please contact Mr. Jim Cocks, Chief Financial Officer and Secretary of the Corporation at (877) 761-9436.

ITEM 9 STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

DATED at Ottawa, Ontario this 9th day of March, 2000.

(Signed) "Jim Cocks"
Jim Cocks
Chief Financial Officer and Secretary
NewSys Solutions Inc.

NEWSYS SOLUTIONS INC.

NEWS RELEASE

For Immediate Release *CanadianVentureExchange: NSS*

NEWSYS COMPLETES ACQUISITION OF INBUSINESS.COM

Acquires B2B Internet Portal and Media Channel

Ottawa, Ontario –February 29th, 2000 – NewSys Solutions Inc. ("NewSys") (CDNX: NSS), an IT services company headquartered in Ottawa, Canada announced today that it has completed its acquisition of Inbusiness.com Inc. (*"inbusiness.com")* and The Business Media Network Inc. ("BMN"). BMN, based in Ottawa, is a diversified business-to-business ("B2B") media company. It has been the incubator for the business portal services of *inbusiness.com*, which include business news, on-line services, e-tools, data services, and e-commerce applications. BMN and *inbusiness.com* have been growing at an annual compound rate of 50% since start-up four years ago, with revenue in 1999 of $4.3 million and EBITDA of over $500k.

The transaction was announced after a letter of intent was signed on December 22, 1999. The terms of the agreement provide for an "all stock" transaction of up to 1.9 million NewSys common shares plus 500,000 common share purchase warrants, for a total transaction value of approximately $7.5 million.

"E-solutions comprise a rapidly expanding part of NewSys' revenue base" said Mark Quigg, President and CEO of NewSys, "and this acquisition provides NewSys with a B2B e-channel through which to offer and deliver its e-business solutions. Combining e-solutions with an e-channel is strategic to the NewSys vision going forward. *Inbusiness.com* has a strong model for attracting and servicing business clients, and the business media operations of BMN along with its industry relationships will add marketing leverage to the mix."

David Luxton, the former majority owner of BMN will act as President of inbusiness.com and BMN, and will join the NewSys Board of Directors. Mr. Luxton commented, "BMN was founded for the express purpose of developing an audience for on-line business services and in a short time has been very successful at growing a loyal business following and introducing practical business services over the Internet. By combining forces with NewSys we will now be able to accelerate the build-out of the *inbusiness.com* channel and incorporate a much wider range of e-services, all with a high level of technical confidence."

NewSys is an established IT-services company that delivers forward-looking solutions in business intelligence, systems integration and application management –and complements those solutions with a variety of customized software products. With a team of over 170 IT professionals, NewSys' clients include Fortune 500 corporations and government departments located in both Canada and the United States. The Company has recorded 26 consecutive quarters of growth and profitability and was acknowledged by Profit Magazine, for the third consecutive year, as one of the fastest growing companies in Canada. For more information on NewSys' software and services, please contact the company's web site at www.newsys.com or telephone (877) 761-9436.

- 30 –

FOR FURTHER INFORMATION PLEASE CONTACT:

For investor relations, please contact Linear Capital Corp., tel (416) 364-2266.
Attention: Tony Croll, tony@linearcapital.com or www.linearcapital.com

For NewSys Solutions Inc., please contact Sara Piracha at (877) 761-9436 or sara.piracha@newsys.com or www.newsys.com