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)

1. <u>Reporting Issuer</u>

InBusiness Solutions Inc.
Commerce Plaza
333 Preston Street
Suite 910
Ottawa, Ontario
K1S 5N4
(the "Corporation")

2. <u>Date of Material Change</u>

September 8, 2000

3. <u>Press Release</u>

A press release reporting the material change described in this report was issued on September 10, 2000. A copy of the press release is attached hereto as Schedule "A".

4. <u>Summary of Material Change</u>

See the press release attached hereto as Schedule "A".

5. <u>Full Description of Material Change</u>

On September 8, 2000, Bank of Montreal ("BMO") and the Corporation signed a letter of intent (the "Letter") to launch internet business centres for small and mid-sized companies across Canada.

As contemplated by the Letter, the Corporation's wholly-owned subsidiary, InBusiness.com Inc. ("IBC"), would own and operate regional online business centres customized for BMO and BMO's business client base, comprising more than 450,000 businesses. BMO and IBC expect to introduce the first BMO business centre this fall, on a pilot basis, in Ottawa, with other regional business centres to follow shortly afterwards.

The business centres will provide:

- e-news services customized to BMO's small and mid-sized business customers;
- on-line business services for independent business;
- business reference and self-help materials for independent business;

- practical business tools and applications, such as financial management and business planning tools;
- marketplace suites for automatic match-making of buyers and sellers.

The consideration payable by BMO to the Corporation for these services includes a set up fee still to be negotiated but not to exceed $150,000, an annual licence fee of $200,000 and an annual support services fee in the amount of $50,000. The arrangement is to be for an initial term of two years and may be renewed by BMO on the same terms and conditions for three consecutive one-year terms thereafter.

In addition to operating private-labeled business centres for BMO, for remuneration to the Corporation to be mutually agreed, IBC will offer selected financial and e-services from BMO at all of the IBC public business centres, such as *ottawabusinesscentre.com*, scheduled to open this month.

The Letter also provides that the Corporation will grant to BMO an option (the "Option") to purchase up to 500,000 common shares in the capital of the Corporation, subject to regulatory approval. The Option will be exercisable at the Corporation's share price as at the close of business on September 8, 2000 ($2.91 per share) over the period ending September 30, 2002. The Corporation's authorized capital consists of an unlimited number of common shares and an unlimited number of non-voting preferred shares issuable in series, of which no preferred shares and 17,671,021 common shares have been duly issued and are currently outstanding as fully-paid and non-assessable shares. If fully exercised, the Option would represent approximately 2.75 percent of the Corporation's outstanding shares.

The Company and BMO have agreed to negotiate in good faith and to use their best efforts to conclude mutually acceptable definitive agreements incorporating the terms of the Letter on or before October 6, 2000. Closing is subject, inter alia, to satisfactory completion of due diligence by BMO and to such regulatory approvals as may be required.

6. Reliance on Section 75(3) of the Act

N/A

7. Omitted Information

N/A

8. Senior Officer

For further information, please contact:

Patrick Power, Chairman of the Board
InBusiness Solutions Inc.
Telephone: (613) 780-9925
Facsimile: (613) 780-9931

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Ottawa, Ontario
this 18th day of September, 2000

INBUSINESS SOLUTIONS INC.

Per: (signed) Patrick Power
Patrick Power
Chairman of the Board

Schedule "A"

BANK OF MONTREAL AND NEWSYS ANNOUNCE E-BUSINESS PARTNERSHIP TO PROVIDE SMALL BUSINESSES WITH NEW INTERNET BUSINESS CENTRES

Toronto, September 11, 2000: Bank of Montreal and NewSys Solutions Inc. (TSE: NSS), an Ottawa-based information and communications company, have signed a letter of intent to launch Internet business centres for small and mid-sized companies across Canada.

The terms of the agreement provide for Bank of Montreal to pay set up fees and licensing fees to NewSys on terms to be finalized. As a further provision of the agreement, NewSys will grant to Bank of Montreal the option to purchase 500,000 common shares of NewSys at market price, subject to regulatory approval.

Under the agreement NewSys's wholly-owned subsidiary, InBusiness.com Inc., will own and operate regional online business centres customized for Bank of Montreal and the bank's business client based, comprising more than 450,000 businesses. Bank of Montreal and InBusiness.com expect to introduce the first BMO business centre this fall, on a pilot basis, in Ottawa, with other regional business centres to follow shortly afterwards.

The Business Centres will provide:

- e-news services customized to Bank of Montreal's small and mid-sized business customers;
- on-line business services for independent businesses;
- business reference and self-help materials;
- practical business tools and applications, such as financial management and business planning tools;
- marketplace suites for automatic match-making of buyers and sellers;
- e-commerce transaction fulfillment;
- a range of local information, such as local news, online business services, business directories and journal articles on business topics.

"We were impressed by Bank of Montreal's proven e-commerce capabilities for entrepreneurs in this sector", said David Luxton, a director of NewSys and President of InBusiness.com. "The bank's focus on customers and its commitment to the small and mid-sized marketplace make them an ideal partner in taking this new, exciting step in e-business."

"Our customers are telling us they look for local information on the Internet, and these sites deliver that", said Frank Techar, Senior Vice-President, Small Business Banking, Bank of Montreal. "They will also be able to click through to bmo.com and use a range of online banking options, including business loans, bidding for contracts, online billing and online investing."

In addition to operating private-labeled business centres for Bank of Montreal, InBusiness.com will offer selected financial and e-services from the bank at all of the InBusiness.com public business centres, such as *ottawabusinesscentre.com* scheduled to open this month.

Bank of Montreal, Canada's first bank, has set its sights on becoming the premier bank for small and mid-market businesses in Canada. Bank of Montreal has committed to investing more than $100 million to help enhance financial solutions for small and mid-market businesses over the next two years.

NewSys is a 10 year old company with an extensive IT practice in e-Business solutions, plus its own "e-Channel" of community business publications and virtual business centers through which it markets valuable e-Products for small and mid-sized companies.

Contacts:

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