

MATERIAL CHANGE REPORT PURSUANT TO

Form 27 - *SECURITIES ACT* (BRITISH COLUMBIA)

Form 27 - *SECURITIES ACT* (ALBERTA)

Form 27 – *SECURITIES ACT* (ONTARIO)

1. Reporting Issuer

InBusiness Solutions Inc.

2. Date of Material Change

April 30, 2003

3. Press Release

A press release with respect to the material change disclosed herein was issued by InBusiness Solutions Inc. on June 19, 2003 and filed on SEDAR. It is attached hereto.

4. Summary of Material Change

Private placement by InBusiness Solutions Inc. of debentures and warrants to TrekLogic Technologies Inc.

5. Full Description of Material Change

On March 7, 2003, InBusiness Solutions Inc. (“InBusiness”) entered into an agreement with TrekLogic Technologies Inc. (“TrekLogic”) regarding an equity private placement of \$2,000,000 in gross proceeds (the “Funding”). The Funding was to provide InBusiness with immediate working capital and capital for continued growth.

Pursuant to the Funding, InBusiness has issued equity units as follows:

- For an aggregate price of \$500,000, a secured debenture convertible into 10,000,000 common shares at \$0.05 per share and 10,000,000 common share warrants, where one warrant plus \$0.10 will entitle the holder to acquire one common share for a period of twenty-four (24) months from date on which the debenture is converted; and
- For an aggregate price of \$1,500,000, subject to TrekLogic closing an equity funding of its own, a secured debenture convertible into 20,000,000 common shares at \$0.075 per share and 20,000,000 common share warrants, where one warrant plus \$0.10 will entitle the

holder to acquire one common share for a period of twenty-four (24) months from the date on which the debenture is converted.

The initial \$500,000 loan was provided as of March 5, 2003, while the further \$1,500,000 loan was advanced on April 30, 2003. Both loans were to bear interest at 12% and were to be convertible automatically into equity units as described above upon receipt of approval of shareholders of InBusiness at a shareholders' meeting held on April 29, 2003. Such shareholder approval was received and the loans were immediately converted into 30,000,000 common shares and 30,000,000 common share purchase warrants. Such common shares and common share purchase warrants are subject to a Tier 1 Value Escrow, which releases escrowed stock at various times over an 18 month period. The common shares and common share purchase warrants are also subject to a hold period imposed by securities laws until August 18, 2003.

Prior to the Funding, InBusiness had 18,485,807 common shares issued and outstanding. Upon closing of this transaction TrekLogic obtained a controlling shareholding in InBusiness. Further, InBusiness increased its board of directors from three to seven and caused four persons selected by TrekLogic to become directors of InBusiness along with the three present directors of InBusiness by election at the April 29th shareholders' meeting.

Final regulatory approval was received for this transaction on June 18, 2003.

6. Reliance on Section 85(2)(BC), Section 118(2)(AB), Section 75(3)(ON)

There is no reliance on these Sections.

7. Omitted Information

No information has been omitted.

8. Senior Officer

The following senior officer of InBusiness Solutions Inc. is knowledgeable about this material change report and may be contacted by securities regulatory authorities.

Mr. Rick Clements
Chief Financial Officer
InBusiness Solutions Inc.
(613) 761-9436 extension 276

9. Statement of Senior Officer

The foregoing accurately discloses the material changes referred to herein.

DATED at Ottawa, Ontario on the 19th day of June, 2003.

(signed) "Rick Clements"

Mr. Rick Clements
Chief Financial Officer
InBusiness Solutions Inc.

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

FOR IMMEDIATE RELEASE ON THE CANADIAN DISCLOSURE NETWORK

THIS NEWS RELEASE IS INTENDED FOR DISTRIBUTION TO CANADIAN INVESTORS ONLY.

June 19, 2003

**INBUSINESS SHAREHOLDERS APPROVE \$2,000,000 PRIVATE PLACEMENT
Restructuring Complete, InBusiness positioned for Growth**

Ottawa, Ontario, June 19, 2003--InBusiness Solutions Inc. ("InBusiness" or the "Company") (TSX Venture: BIZ.T) is pleased to announce that it has received final shareholder and regulatory approval of the convertible equity private placement of \$2,000,000 in gross proceeds (the "Financing") with TrekLogic Technologies Inc. ("TrekLogic") (TSX Venture: TKI). With this approval, InBusiness will issue 30,000,000 equity units as follows:

- \$500,000: 10,000,000 common shares at \$0.05 per share and 10,000,000 common share warrants where one warrant plus \$0.10 will entitle the holder to acquire one share for a period of twenty-four (24) months from the Closing Date; and
- \$1,500,000: 20,000,000 common shares at \$0.075 per share and 20,000,000 common share warrants where one warrant plus \$0.10 will entitle the holder to acquire one share for a period of twenty-four (24) months from the Closing Date.

As a result, InBusiness will have 48,158,307 common shares issued and outstanding and 30,700,000 warrants outstanding.

The expiry date of the hold period for the common shares issued to TrekLogic pursuant to the private placement is August 18, 2003. The common shares and common share purchase warrants are also subject to an escrow agreement required by the TSX Venture Exchange.

Shareholder and regulatory approval was also received for:

- Certain amendments to an existing \$1,000,000 convertible debenture (the "Debenture") and the reservation of 13,333,333 common shares for issuance on the conversion of the debenture and the exercise of warrants attached thereto.
- An increase in the size of the board of directors from four (4) to seven (7) and electing four new directors. Added to the current board of Derek Nelson, David Robertson and Mark Quigg are John McKimm, Chairman and CEO of TrekLogic, Jim Penturn, director of TrekLogic, Raj Singh, Chairman and CEO of Brainhunter.com Ltd. ("Brainhunter"), and Stanley Yu, President and director of TrekLogic. John McKimm, the Chairman and CEO of TrekLogic, is assuming the Chairman/CEO position at InBusiness. Additionally, select TrekLogic executives will take an active day-to-day role in the business operations of InBusiness.

John McKimm states, "We are very pleased to have InBusiness as part of the TrekLogic group of companies. The business mix is very similar and there are significant synergies to be realized among the companies. The conversion of the Financing to common shares, effective April 30, 2003, together with the Amendments to the Debenture, leaves InBusiness with a strong financial

and operational base from which to grow. Additionally, via TrekLogic, InBusiness will be provided with an additional \$2,000,000 operating credit facility that adds additional strength to take advantage of business opportunities. TrekLogic, with the conversion of the Financing, controls approximately 62.3% of InBusiness' issued and outstanding common shares. It is TrekLogic's stated intention to acquire the remaining issued and outstanding shares within the next 24 months." Mark Quigg, President of InBusiness, states, "The transaction with TrekLogic positions InBusiness well to create value for shareholders. A healthy balance sheet, combined with focussed strategic and operational leadership from the TrekLogic management team, provides InBusiness management with a strong financial and operational base to take advantage of growth opportunities."

About InBusiness Solutions Inc.

InBusiness is an established Information Technology ("IT") solutions and services company that delivers technology solutions in business intelligence, Oracle applications, systems integration and wireless/portal applications. With a team of over 160 IT professionals, InBusiness' clients include Fortune 500 corporations and government departments located in both Canada and the United States. For more information on InBusiness' IT solutions and services, please contact the Company's web site at www.inbusiness.com or telephone (877) 761-9436.

About TrekLogic Technologies Inc.

TrekLogic is an IT services company providing high value added technology services built on well-defined competitive advantages to a high profile client base in Canada and the United States. Services are grouped into two categories – Solutions and Staffing. The Solutions services are focused on specialty practices where TrekLogic has a competitive advantage either due to proprietary technology or domain expertise. The Solutions practice is an enabler for a high growth Staffing business, which is primarily focused on IT and engineering personnel, located in Toronto and Ottawa. The two acquisitions recently announced (Brainhunter and InBusiness) will result in consolidated sales for TrekLogic in excess of \$35.0 million, significant growth in profitability and a leading web-enabled recruitment technology platform to execute a high growth consolidation strategy in the Staffing division. TrekLogic has a history of strong profitability with a strong balance sheet, and a healthy working capital position. For more information on TrekLogic, please contact the TrekLogic website at www.TrekLogic.com.

FOR FURTHER INFORMATION PLEASE CONTACT:

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The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.