

**FORM 27**  
**SECURITIES ACT**  
*(British Columbia)*

**MATERIAL CHANGE REPORT**  
Under Section 85(1) of the Act

**Item 1.        Reporting Issuer**

The full name of the issuer is NeTrue Communications Inc. (the “Company”) whose principal office is located at 530 – 999 West Hastings Street, Vancouver, British Columbia.

**Item 2.        Date of Material Change**

The effective date of the material change herein reported is July 6, 2000.

**Item 3.        Press Release**

The press release pertaining to the material change herein reported was issued on July 6, 2000 at Fremont, California.

**Item 4.        Summary of Material Change**

Vipersat Networks, a division of NeTrue Communications, Inc. and Hutchison Corporate Access, a wholly owned subsidiary of Hutchison Telecommunications Ltd. entered into a Letter of Intent to form a joint venture for marketing telecommunications over-satellite services into Greater China. The joint venture will operate from Hong Kong under the corporate name World Master Resources Limited.

**Item 5.        Full Description of Material Change**

For a full description of the material change, please see the press release attached hereto as Schedule “A”.

**Item 6.        Reliance on section 85 (2) of the Act**

Not applicable.

**Item 7.        Omitted Information**

No significant facts have been omitted from this report.

**Item 8.        Senior Officers**

Mr. Eric Gurr, Chief Financial Officer, is the officer of the Company who is knowledgeable about the details of this material change report. Mr. Gurr may be contacted by telephone at:

(714) 870-0861

**Item 9.        Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

**DATED** at Fremont, California this 11th day of July, 2000.

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"Eric Gurr"  
Eric Gurr

## Schedule "A"

Media Release  
For Immediate Release

CDNX: NTU.U

**NeTRUE COMMUNICATIONS INC.**

**NEW JOINT VENTURE SPANNING GREATER CHINA**

**Fremont, CA, July 6, 2000** – Vipersat Networks, a division of NeTrue Communications, Inc. ("NeTrue") (CDNX: NTU.U) and Hutchison Corporate Access ("HCA"), a wholly owned subsidiary of Hutchison Telecommunications Ltd. are pleased to announce that they have entered into a Letter of Intent to form a joint venture for marketing telecommunications over-satellite services into Greater China (the People's Republic of China, Hong Kong, and Taiwan). The joint venture will operate from Hong Kong under the corporate name World Master Resources Limited. ("WMR").

Under the Letter of Intent NeTrue has the right to acquire 25% of the common stock of WMR in consideration of approximately 109,290 common shares of NeTrue valued at US\$15.25 per share (US\$1,666,667 in the aggregate). NeTrue also acquires the right to appoint 25% of the members of WMR's board of directors and the exclusive right to supply two-way, over-satellite equipment and software to WMR.

NeTrue's division, Vipersat Networks brings to the joint venture its industry-leading technology for two-way, broadband Digital Video Broadcast (DVB) over-satellite and its favorable reputation based upon its five years of industry experience in China. HCA contributes to the joint venture an established operation in Hong Kong, access to Internet backbone and matured business relationships throughout Greater China.

Initially, WMR will provide international Internet backbone to Internet service providers (ISPs), a market which is currently growing by 100% per year according to official sources in the People's Republic of China. WMR's business plan also includes bidding on large telecommunication service projects in the People's Republic of China. The initial deployment of a Vipersat Internet Protocol (IP) based, two-way broadband, over-satellite network is scheduled for mid-July. Upon completion of final documentation forming the joint venture, WMR will commence service and sales efforts in August.

"The provisioning of international Internet backbone is one of the major underserved markets in China today," said David Manion, Managing Director of HCA.

“That, coupled with the general overall lack of telecommunications bandwidth within China presents a great opportunity for a satellite services company with the right relationships, operations, and broadband technology. Hutchison has always placed a major focus on the China market and now with Vipersat Network’s two-way, broadband, over-satellite solution, we have found the correct partner to take advantage of this opportunity.”

“We are extremely pleased to be joining forces with Hutchison, one of the world’s leading telecommunications companies, in bringing IP over-satellite services to the Internet market in China” said Roger W. Kent, General Manager of Vipersat Networks. “The WMR venture is further proof that our commitment to leading edge two-way IP over-satellite and DVB technologies does provide the bandwidth and multimedia solutions demanded by today’s telecommunications environment.”

The Vipersat DVB Multimedia Solution provides IP Ethernet routing via satellite utilizing a DVB outbound and a Star Data Management System (DMS II) return path. Vipersat provides low-cost, satellite communication networks ideal for Internet and Intranet access.

### **About Hutchison Corporate Access**

HCA provides end-to-end, Very Small Aperture Terminal (VSAT) based satellite telecommunications solutions to companies operating within remote areas or locations with poor quality connectivity in Asia and the Middle East. HCA transmits high quality voice, fax, data and video through a private telecommunication link via VSAT technology. HCA has offices in Hong Kong, Japan, Beijing and India.

### **About Hutchison Telecommunications**

Hutchison Telecommunications Ltd. is one of the leading owners and operators of global telecommunications and Internet infrastructure which offers a wide range of related services including: fixed-line services; Internet services; fiber optics, broadband networks; mobile telephony for voice and data; paging; trunked, mobile radio services; VSAT and radio broadcasting. Hutchison Telecommunications Ltd. is a wholly owned subsidiary of the Hutchison Whampoa Group, one of the largest publicly held conglomerates in Hong Kong.

### **About NeTrue Vipersat Network Division**

Vipersat Network Division has been a leading developer of VSAT communications solutions for nearly 20 years. Vipersat produces and markets the Vipersat line of VSAT communications products. These products are built and optimized for IP, the powerful and

flexible industry standard protocol for computer networking which has allowed NeTrue to quickly develop voice, data, video, and multimedia solutions customized for its individual clients. NeTrue acquired the Vipersat Network Division in May 1999. NeTrue Vipersat Network Division can be found at [www.vipersat.com](http://www.vipersat.com).

### **About NeTrue Communications**

NeTrue Communications Inc. (CDNX: NTU.U) is a publicly traded, California-based IP telephony solutions provider with core technical competencies in QoS management, network management and clearinghouse technology. NeTrue IPT BackOffice™ and NeTrue QoS™ provide operation and management support for IP voice networks. NeTrue's Commsent Solutions provides traffic management, clearinghouse and routing services to a global network of more than 85 communications providers. NeTrue can be found at [www.netrue.com](http://www.netrue.com).

### **For more information please contact:**

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### Investor Relations Contact:

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