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 October 20, 2000.

Item 3. Press Release

The press release pertaining to the material change herein reported was issued on October 24, 2000 at Los Angeles, California.

Item 4. Summary of Material Change

The Company has completed its acquisition of a 30% equity interest in World Master Resources Limited of Hong Kong in consideration of the issuance of 109,290 common shares from the Company at a deemed issue price of U.S.$15.25 per share.

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

Dr. Thomas E. Sawyer is the officer of the Company who is knowledgeable about the details of this material change report. He may be contacted by telephone at (801) 225-9989.

Item 9. <u>Statement of Senior Officer</u>

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia this 26th day of October, 2000.

"Dr. Thomas E. Sawyer"

Dr. Thomas E. Sawyer
Chairman

Schedule “A”

Media Information
For Immediate Release CDNX: NTU.U

NeTrue Acquires 30% of World Master Resources

Los Angeles, CA, October 24, 2000. NeTrue Communications Inc.(“NeTrue”) (CDNX: NTU.U) is pleased to announce that, pursuant to regulatory approval, it has completed its acquisition of a 30% equity interest in World Master Resources Limited of Hong Kong (WMR) in consideration of the issuance of 109,290 common shares from NeTrue at a deemed issue price of US$15.25 per share.

WMR is a joint venture operation between NeTrue and leading telecommunications companies in Asia including, Hutchison Corporate Access (HCA), a subsidiary of the Hutchison Group of Hong Kong and Telhope Satellite, a subsidiary of China Telecom, together with certain others. The acquisition completes the process previously announced by NeTrue in June when it entered into a letter of intent with HCA regarding World Master Resources. Upon completion of additional capital contributions from other shareholders, NeTrue’s equity interest in WMR will be approximately 25%. Hutchison and Telhope now hold equity of 24% and 30%, respectively in WMR.

WMR has been established to provide Internet Backbone and related services over satellite to the Greater China market (Mainland China, Hong Kong and Taiwan).

Through exclusive sales contracts between WMR and NeTrue’s Vipersat Networks Division, WMR will obtain satellite technology from NeTrue, including Vipersat’s industry leading 2-way broadband Digital Video Broadcast (DVB) technology.

Dr. Thomas Sawyer, Chairman, NeTrue Communications stated, “the exclusive contract demonstrates the level of confidence among WMR partners in NeTrue’s satellite technology.” Dr. Sawyer added, “the potential of this joint venture will add substantially to shareholder’s value.”

HCA has agreed to provide co-location and facilities for WMR operations, equipment and Internet content. Telhope Satellite has agreed to provide installation and services for three telecommunications hubs to be operated by WMR in Beijing, Shanghai and Guangzhou, as well as co-location rack-space, facilities and operational support for data centers in Mainland China and Hong Kong and support for sales, marketing and operational activities in Mainland China.

Roger Kent, Senior Vice President, NeTrue Vipersat Division has accepted a position on the board of directors of WMR which will also include David Manion, Chief Executive Officer of Hutchison Corporate Access and Zhang Longguan, Chairman of Telhope Satellite who will serve as Chairman of the board of directors of WMR.

About Hutchison Telecom

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

About Telhope Satellite

Based in Hong Kong, Telhope Satellite Services Co. Ltd. is jointly owned by Enlink International Limited and Telhope Information Development Co. Ltd., a subsidiary of China Telecom (Hong Kong) Group Limited. Telhope Satellite is a licensed operator of External Fixed Telecommunications Network Service, providing international telecommunications services out of Hong Kong.

About NeTrue Communications

NeTrue Communications Inc. is a provider of intelligent, software-driven network management solutions for new generation, IP-based communications networks. NeTrue Vipersat Networks is a Satellite Network Solutions provider for private enterprise and public Internet applications utilizing advanced IP technology to support high quality switched multi-media wireless communications. NeTrue IPT BackOffice™ and NeTrue QoS™ provide operation and management support for IP voice networks. NeTrue's Global Network incorporates approximately 85 nodes and provides traffic management, clearinghouse and routing services to a global network of communications providers. To learn more about NeTrue, visit its Web site at www.netrue.com.

For Investor Relations, please contact:

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