MATERIAL CHANGE REPORT

Under Section 85(1) of the Securities Act (British Columbia)
Under Section 118(1) of the Securities Act (Alberta)

Item 1. **Reporting Issuer**

The full name of the Issuer is NeTrue Communications Inc. whose principal office is located at 1400 N. Harbor Boulevard, Suite 601, Fullerton, California.

Item 2. **Date of Material Change**

The effective date of the material change herein reported is November 27, 2001.

Item 3. **Press Release**

The press release pertaining to the material change herein reported was issued on November 27, 2001 at Fullerton, California.

Item 4. **Summary of Material Change**

The Issuer announced a brokered private placement of up to US$2,000,000 at a price of US$0.45 per unit.

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

The Issuer has arranged a brokered private placement of up to US$2,000,000 at a price of US$0.45 per unit, subject to receipt of all regulatory approvals. Each unit will consist of one share and one share purchase warrant which will entitle the holder to acquire one additional share at a price of US$0.55 per share for a period of two years.

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**

Eric Gurr, Chief Executive Officer is the officer of the Issuer 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 Fullerton, California this 30th day of November, 2001.

"Eric Gurr"
Eric Gurr
Chief Executive Officer

Schedule "A"

NETRUE COMMUNICATIONS INC.

(NTU.U:CDNX) *November 27, 2001*

NETRUE ANNOUNCES PRIVATE PLACEMENT

NeTrue Communications Inc. announces that it has arranged a brokered private placement of up to US$2,000,000 at a price of US$0.45 per unit. Each unit will consist of one share and one share purchase warrant which will entitle the holder to acquire one additional share at a price of US$0.55 per share for a period of two years. Closing is subject to completion of all documentation and regulatory approval.

For further information please contact:

Eric Gurr
President and Chief Executive Officer
801-225-9989