BC FORM 53-901F (Previously Form 27)

Securities Act

Material Change Report Under Section 85(1) of the Act

ITEM 1 Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer:

Pol-Invest Holdings Ltd.
Suite 1020 – 400 Burrard Street
Vancouver, BC V6C 3A6
Tel: 604.669.2826

ITEM 2 Date of Material Change

State the date of the material change:

September 10, 2002

ITEM 3 Press Release

State the date and place(s) of issuance of the press release issued under section 85(1) of the Act.

September 10, 2002
Vancouver, British Columbia

ITEM 4 Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change:

Pol-Invest Holdings Ltd. ("Pol-Invest") is pleased to announce that on September 3, 2002 a Subscription of Shares Agreement (the "Subscription Agreement") for 6,161,446 shares of Pol-Invest was signed by the Shareholders of Net Soft S.A. ("Net Soft") of Gdansk, Poland in exchange for the transfer of shares of Net Soft to Pol-Invest. Consequently, Pol-Invest will hold 82.4% interest in Net Soft. When completed the Subscription Agreement will constitute a change of business and reverse takeover for Pol-Invest.

Subject to the Policies of the TSX Venture Exchange (TSX-V), the terms and conditions of the Share Subscription are as follows:

Benedykt Pamieta, Marek Krzaczek and Elzbieta Orska, all residents of Gdansk, Poland (together, the "Contracting Shareholders"), the majority shareholders of Net Soft, will subscribe for 6,161,446 newly issued shares (the "Subscription Shares") in the share capital of Pol-Invest in exchange for the transfer of 11,470 shares of Net Soft. Net Technologies S.A., a Polish IT company, holds the remaining 2,508 shares or 17.6% of Net Soft. After the transaction is complete, the Contracting Shareholders will hold

49.96% of the shares of Pol-Invest. Pamieta, President, will receive 2,848,357 Subscription Shares; Krzaczek, Vice President, will receive 2,848,357 Subscription Shares; and Orska, Vice President, will receive 464,732 Subscription Shares.

In accordance with TSX-V Policy 5.4, the Subscription Shares are to be released to the Contracting Shareholders over a three-year period on the following basis: 10% released at transaction approval by TSX-V; 15% released every six months after, over the three-year period. Any free trading shares of the continuing Principals of Pol-Invest will be placed in escrow and will be released to the continuing Principals over an 18 month period on the following basis: 25% released at transaction approval by TSX-V; 25% released on the 6, 12 and 18 month anniversary of TSX- approval.

Pol-Invest has agreed to appoint to its board Marek Krzaczek, Vice President of Net Soft and Michael Young, of Vancouver, effective immediately. After the completion of the Share Subscription transaction both Benedykt Pamieta and Elzbieta Orska of Net Soft will also join the Board of Directors of Pol-Invest. Iwona Kozak has resigned as a director, effective immediately, to accommodate the new board positions. Ms. Kozak will provide independent consulting to Pol-Invest.

ITEM 5 Full Description of Material Change

See Schedule "A" attached.

ITEM 6 Reliance on Section 85(2) of the Act

If the report is being filed on a confidential basis in reliance on section 85(2) of the Act, state the reasons for that reliance:

N/A

ITEM 7 Omitted Information

N/A

ITEM 8 Senior Officers

Give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom the Commission may contact that senior officer:

Stanislaw Lis, President
604.669.2826

ITEM 9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 16th day of September, 2002.

"Stanislaw Lis"

Stanislaw Lis, President

Schedule “A”

AMENDED NEWS RELEASE

Listed TSX-V: POL

September 10, 2002, Vancouver, B.C. – Pol-Invest Holdings Ltd. (Pol-Invest) is pleased to announce that on September 3, 2002 a Subscription of Shares Agreement (the “Subscription Agreement”) for 6,161,44 shares of Pol-Invest was signed by the Shareholders of NET Soft S.A. (NET Soft) of Gdansk, Poland in exchange for the transfer of shares of NET Soft to Pol-Invest. Consequently, Pol-Invest will hold 82.4% interest in NET Soft. When completed, the Subscription Agreement will constitute a change of business and reverse takeover (RTO) for Pol-Invest.

History and Nature of Business

NET Soft S.A., incorporated under the laws of Poland and headquartered in Gdansk, Poland, was founded in 1990 under the name SOLID Consult. On April 7, 2000, SOLID Consult changed its name to NET Soft S.A. In 1998, the Warsaw office was established which is responsible for marketing, technical assistance, systems implementation and the servicing of computer software and hardware.

Since the mid-1990s NET Soft focused on the Enterprise Resource Planning (ERP) sector in Poland. Due to the unique corporate regulations and the complexity of bookkeeping systems in Poland, this sector was under-serviced and offered good growth opportunities. NET Soft developed its core software product, “MOS” in 1995 and released Version 1 of MOS in 1996-1997. Initially the product provided goods distribution solutions; over time more features were added. Databases from suppliers like Sybase, Oracle, DBII, SQL were added to enhance MOS’s capabilities. NET Soft has established itself as a leader in the production and sale of front office software solutions in Poland and has enjoyed steady revenue growth from 1.2 million PLN (C$500,000) in 1996 to 5 million PLN (C$ 1.9 million) in 2001, based on year-end, 2001 financial statements audited in Poland.

In addition to the development and sales of software products, NET Soft offers a wide variety of advanced Information Technology (“IT”) services to its corporate clients:

- Sales of computer hardware
- Installation of computer networks
- Network, hardware and software maintenance
- Consulting and training services

Terms of the Share Subscription

Subject to the policies of the TSX Venture Exchange (TSX-V) the terms and conditions of the Share Subscription are as follows:

Benedykt Pamieta, Marek Krzaczek and Elzbieta Orska, all residents of Gdansk, Poland (together, the “Contracting Shareholders”), the majority shareholders of NET Soft, will subscribe for 6,161,446 newly issued shares (the “Subscription Shares”) in the share capital of Pol-Invest in exchange for the transfer of 11,470 shares of NET Soft. Net Technologies S.A., a Polish IT company, holds the remaining 2,508 shares or 17.6% of NET Soft. After the transaction is complete, the Contracting Shareholders will hold 49.96% of the shares of Pol-Invest. Pamieta, President, will receive 2,848,357 Subscription Shares; Krzaczek, Vice President, will receive 2,848,357 Subscription Shares; and Orska, Vice President, will receive 464,732 Subscription Shares.

In accordance with TSX-V Policy 5.4, the Subscription Shares are to be released to the Contracting Shareholders over a three-year period on the following basis:

- 10% released at transaction approval by TSX-V.
- 15% released every six months after, over the three-year period.

Any free trading shares of the continuing Principals of Pol-Invest will be placed in escrow and will be released to the continuing Principals over an 18 month period on the following basis:

- 25% release at transaction approval by TSX-V.
- 25% release on the 6, 12 and 18 month anniversary of TSX-V approval.

Pol-Invest Board of Directors

Pol-Invest has agreed to appoint to its board Marek Krzaczek, Vice President of NET Soft and Michael Young, of Vancouver, effective immediately. After the completion of the Share Subscription transaction both Benedyct Pamieta and Elzbieta Orska of NET Soft will also join the Board of Directors of Pol-Invest. Iwona Kozak has resigned as a director, effective immediately, to accommodate the new board positions. Ms. Kozak will provide independent consulting to the Company.

The following is the curriculum vitae of each director and the proposed structure of the Pol-Invest Board of Directors after the completion of the Subscription Agreement:

<u>Stan Lis - President & CEO</u>

Mr. Lis was educated in Poland and immigrated to Canada in 1976. He attended Simon Fraser University where he studied business administration and securities. In the early 1980's, Mr. Lis gained significant experience in the field of corporate finance while employed by Allcorp, a Vancouver based holding company with major stakes in more than 60 operating subsidiaries. During the term of his employment at Allcorp the group raised 1 billion (US) in refinancing operations for companies within its portfolio. In 1988, Mr. Lis founded International UNP Holdings, an investment company that was used to acquire and finance privatized Polish state enterprises. During his term as president, Mr. Lis personally raised the first 7 million (US) out of the 30 million (US) that UNP Holdings eventually raised for joint ventures in Poland. Since 1993 he has been President and CEO of Stream Communications Network Inc., which is also a public company doing business in Poland focusing in broadband communications.

<u>Casey Forward - Chief Financial Officer</u>

Mr. Forward is a Certified General Accountant with 20 years experience at all levels of finance, management and auditing. Mr. Forward served on various boards of Canadian companies and has experience in GAAP (Generally Accepted Accounting Principles) in Canada, Poland and the U.S. In his position, Mr. Forward is responsible for financial planning, design and implementation of reporting systems at all levels of the Company, as well as preparing forecasts, budgets and financial statements.

<u>Marek Krzaczek – VP of Business Development</u>

Mr. Krzaczek is Vice President of Business Development of NET Soft and is responsible for the development of system and program applications. Mr. Krzaczek is a graduate of Gdansk Technical University where he earned a Master of Science degree in Engineering. In 1987 he received his Ph.D in Engineering Science at the Technical University of Gdansk. Mr. Krzaczek has been Vice President of NET Soft and its predecessor SOLID Consult since 1990. He has received awards for software innovation and development of NET Soft's "ARTIF" software system.

<u>Michael Young - Director</u>

Mr. Young has been working with Pol-Invest Holdings Ltd. for the past three years as an independent consultant providing such services as preparation of business plans and proposals, development of marketing strategies for possible acquisition targets and other administrative functions. Mr. Young has over eight years experience of working as a financial advisor and providing investment advice to individual and corporate clients. He specialized in developing strategies to meet short and long term financial security objectives of his clients. From 1984 to 1992 Mr. Young worked for the Insurance Corporation of B.C. as a Material Damage Manager where he was responsible for the administration and management of material damage estimating staff. Mr. Young attended the British Columbia Institute of Technology where he studied Business Administration

Benedykt Pamieta – Director

Mr. Pamieta is the President of NET Soft who oversees the sales and distribution departments as well as program partners and alliances, and the operations of the branch office in Warsaw. Mr. Pamieta is a graduate of Gdansk Technical University holding a Master of Science degree in Engineering. He has also completed two-year postgraduate studies in Information Technology. Mr. Pamieta was a director of SOLID Consult Ltd. from 1990 to 1999, at which time he became President. Mr. Pamieta has also been the first prize recipient of two separate awards in 1992 and 1994 for NET Soft's "ARTIF" software system.

Elzbieta Orska – Director

Ms. Orska is Vice President of Operations of NET Soft responsible for customer service operations, which includes project installation, consulting, outsourcing and hosting, hotline help desk and technical support. Ms. Orska is a graduate of Gdansk Technical University and received a Master's in Economics from the University of Gdansk. She has also completed postgraduate studies at the Accounting and Financing University in Gdansk as well as Studies in Commercial Law. Ms. Orska has been the Accounting and Finance Manager and an expert on NET Soft's trademark MOS system since 1998.

Conditions of RTO

As a Reverse Takeover (RTO) under the policies of the TSX-V, the Subscription Agreement will be subject to the acceptance of the TSX-V, which will be contingent on satisfaction of a number of regulatory requirements including:

- sponsorship by a member brokerage firm of the TSX-V (the "Sponsor");
- an information circular containing prospectus level disclosure, which describes the Share Subscription and the resulting company after completion of the Share Subscription;
- approval of the Share Subscription by an ordinary resolution of the shareholders of Pol-Invest at a special shareholders meeting convened for this purpose;
- the filing with the TSX-V of, among other things, audited financial statements for NET Soft and pro-forma consolidated financial statements of the combined companies; and
- resulting issuer will be required to meet TSX Venture Exchange Minimum Listing requirements.

Other conditions precedent to the completion of the Subscription Agreement include satisfactory due diligence, the entering of certain employment agreements, and final form documentation.

As previously announced on August 29, 2002, Pol-Invest has entered into a Sponsorship agreement with Kingsdale Capital Markets Inc. (Kingsdale). In consideration for its services as sponsor, Kingsdale will be paid a $25,000 Sponsorship Fee, 10,000 Agent's Warrants, plus expenses including its legal fees.

About the Transaction

The management of NET Soft has built it into a successful medium sized software company with projected sales of over 2 million CAD for 2002. Its core product "MOS", an Enterprise Management System, has provided unique software solutions to the company's growing client base.

With its patented MOS system leading the way, NET Soft's growing client base proves the demand for niche enterprise management systems that integrate all facets of the clients' business in the Polish IT sector. As well, the large client base provides a basis for steady revenues through upgrades and introduction of new products.

In announcing this Subscription Agreement, Stan Lis, President & CEO of Pol-Invest stated; "I am very optimistic about the future success of NET Soft, and the alliance with Pol-Invest will help ensure that NET Soft is able to execute marketing and development strategies for growth in business software solutions, while continuing to deliver quality products to its clients."

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and disinterested shareholder approval. The transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Management Information Circular to be prepared in connection with the transaction, any information released or received with respect to the RTO may not be accurate or complete and should not be relied upon. Trading in the securities of Pol-Invest should be considered highly speculative.

Kingsdale Capital Markets Inc., subject to completion of satisfactory due diligence, has agreed to act as sponsor to Pol-Invest in connection with the transaction. An agreement to sponsor should not be construed as any assurance with respect to the merits of the transaction or the likelihood of completion.

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

ON BEHALF OF THE BOARD

"Casey Forward"

Casey Forward
CFO

THIS NEWS RELEASE HAS BEEN PREPARED BY MANAGEMENT OF THE COMPANY WHO, TAKES FULL RESPONSIBILITY FOR ITS CONTENTS. THE TSX VENTURE EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THE CONTENTS HEREIN.

THIS NEWS RELEASE MAY INCLUDE FORWARD-LOOKING STATEMENTS WITHIN THE MEANING OF SECTION 27A OF THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED, AND SECTION 21E OF THE UNITED SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED, WITH RESPECT TO THE PROPOSED CHANGE OF BUSINESS OF THE COMPANY AND THE PROSPECTS FOR BUSINESS AND OPPORTUNITIES FOR NET SOFT. THESE STATEMENTS ARE MADE UNDER THE "SAFE HARBOUR" PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995 AND INVOLVE RISKS AND UNCERTAINTIES. THERE ARE MANY FACTORS WHICH COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE IN THE FORWARD-LOOKING STATEMENTS CONTAINED HEREIN, INCLUDING, WITHOUT LIMITATION, INABILITY TO SERVICE CUSTOMERS, LOSS OF BUSINESS TO COMPETITION, INABILITY TO FINANCE OPERATIONS, LOSS OF KEY EMPLOYEES, INABILITY TO SUCCESSFULLY DEVELOP NEW PRODUCTS, AND MANY OTHER BUSINESS RISKS. THIS NEWS RELEASE SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY, NOR SHALL THERE BE ANY SALE OF THESE SECURTIES IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL PRIOR TO REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF ANY SUCH JURISDICTION.