Homebank Technologies Inc./
Technologies Homebank Inc.

1 Place ville-marie Suite 3900 Montreal, Quebec H3B 4M7	259 Norseman Street Toronto, Ontario M8Z 2R5

March 16th, 2001

Quebec Securities Commission
Stock Exchange Tower
800 Victoria Square, 17th Floor
Montreal, Quebec
H4Z 1G3

Canadian Venture Exchange
130 King St. W., Suite 600
Toronto, ON
M5X 1E5
Corporate Finance

Ontario Securities Commission
20 Queen Street West, 19th floor
Postal Box 55 ,
Toronto, ON M5H 3S8

Alberta Securities Commission
410, 300 -5th Avenue S.W.
Calgary, AB T2P 3C4

British Columbia Securities Commission
200, 865 Hornby Street
Vancouver, BC V6Z 2H4

Attention: Continuous Disclosure

Re: Material Change Report

Item 1. Reporting Issuer

The name of the reporting issuer is Homebank Technologies Inc./Homebank Technologies Inc. (the "Issuer" or "HTI"). Its Head Office is located at 1 Place Ville-Marie, Suite 3900, Montreal, Quebec H3B 4M7.

Item 2. Date of Material Change

The closing of the material change, Private Placement of 1,500,000 Special Warrants, occurred on January 31st, 2001 and the final approval of the Canadian Venture Exchange (CDNX) was received on February 15th, 2001.

Item 3. Press Release

On February 15th, 2001 the Issuer issued a Press Release through Canadian corporate news wires.

Item 4. Summary of Material Change

SPECIAL WARRANT PRIVATE PLACEMENT OFFERING

Homebank Technologies has entered into an agency agreement (the "Agency Agreement") with Roche Securities Limited (the "Agent") regarding the special warrant offering of up to 1,500,000 special warrants (“Special Warrants”) at $0.50 per Special Warrant (or the aggregate of $750,000).

Pursuant to the terms of the Agency Agreement, each Special Warrant shall authorize the holder to acquire, at no additional consideration, one unit (the "Unit") of the Corporation, at any time and from time to time until 5:00 p.m. (Toronto time) (the "Time of Expiry") on the date which is the earlier (such earlier date being referred to as the “Expiry Date”) of:

i. five business days after the day on which a receipt (the “Receipt”) for a prospectus (the “Prospectus”); and

ii. the first anniversary of the date of issuance of the Special Warrants;

Each Unit shall consist of one common share (the "**Common Share**") of the Corporation and one Series C share purchase warrant (the "**Series C Warrant**") of the Corporation. No fractional Common Shares and Series C Warrants shall be issued. Each whole Series C Warrant will entitle the holder to acquire one Common Share at a price of $0.75 per share on or before 5:00 pm (Toronto time) on the day which is 12 months from the closing date (the “Closing Date”) of the Special Warrant offering.

Immediately prior to the Time of Expiry, the rights of all holders of Special Warrants not previously exercised to acquire the Units shall be deemed to be exercised without any further action on the part of such holders and the Units issuable thereby shall be deemed to be issued to such holders at such time;

In connection with the issue and sale of the Special Warrants, the Agent will be entitled to receive a cash commission equal to 10% of the aggregate amount of Special Warrants purchased upon the receipt by the Corporation of the proceeds of sale of the Special Warrants;

The Agent will also be entitled to receive broker special warrants ("**Broker Special Warrants**") that, upon exercise or deemed exercise shall yield, without additional consideration, broker Options ("**Broker Options**") to acquire securities of the Corporation under the same terms and conditions as investors equal to 10% of the aggregate amount of Special Warrants purchased pursuant to the Special Warrants offering. These Broker Options will be exercisable for a period of 24 months from the Closing Date and shall yield if exercised in full (at $0.50 per Broker Option) on or before 5:00 pm (Toronto time) on the day that is 24 months from the Closing Date, 10% of the aggregate amount of Common Shares and 10% of the aggregate amount of Series C Warrants (“**Broker Warrants**”) issuable to the Special Warrant holders by the Corporation. There shall be no cash commission paid by the Corporation to the Agent upon the exercise of the Broker Options;

As noted in the Agency Agreement, the Company has entered into a subscription agreement (the "**Subscription Agreement**") with the Agent’s client, namely, Foundation Equity Corporation (the “**Client**”), that provides for the Company issuing to the Client 1,500,000 Special Warrants in consideration of the Client paying the Company the sum of $750,000;

Pursuant to the terms of the Agency Agreement and the Subscription Agreement, the Corporation shall use its best efforts to file a (final) Prospectus and secure a Receipt regarding same from each of the Alberta Securities Commission, British Columbia Securities Commission and Ontario Securities Commission or such fewer provinces in which the Special Warrants are sold (the “**Qualifying Jurisdictions**”) qualifying the distribution of the Common Shares and the Series C Warrants in the Qualifying Jurisdictions within 120 days of the Closing Date ("**Qualification Deadline**"). In the event that the Receipt is not obtained from each of the Qualifying Jurisdictions on or before the Qualification Deadline, then each holder of a Special Warrant and the Broker Options not then exercised will be entitled to receive as a penalty payment (the "**Penalty**") upon the exercise or deemed exercise of the Special Warrants, or Broker Options, 1.1 Units (instead of 1 Unit) for each Special Warrant exercised, and 1.1 Common Share and 1.1 Broker Warrants for each Broker Option exercised, without payment of any additional consideration.

Item 5. Notices

Notices regarding this matter were sent for filing on March 16th, 2001 to the Quebec Securities Commission, the Ontario Securities Commission, the Canadian Venture Exchange, the Alberta Securities Commission, and the British Columbia Securities Commission.

Item 6. Information

For further information, please contact Violet Sukhraj, Business Manager to the Issuer, at (416) 234-0098 x 222.

Item 7. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 16th day of March, 2001.

HOMEBANK TECHNOLOGIES INC./TECHNOLOGIES HOMEBANK INC.

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PER: **IEAN TAIT, PRESIDENT, SECRETARY AND, DIRECTOR**