FORM 27

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 118(1) OF THE SECURITIES ACT

ITEM 1 Reporting Issuer:

CEAPRO INC. (hereinafter referred to as "Ceapro" or the "Corporation").

Principal Office in Canada: 4046 EDC University of Alberta, 8308 - 114 Street, Edmonton, Alberta, T6G 2E1

ITEM 2 Date of Material Change:

November 20, 2000

ITEM 3 News Release:

Press Release over the BCE Emergis E-News Service - November 20, 2000

ITEM 4 Summary of Material Change:

Ceapro announced that the petition for a receiving order has been withdrawn.

ITEM 5 Full Description of Material Change:

Ceapro announced that the petition for a receiving order to petition the Corporation into bankruptcy has been withdrawn and proceedings before the Court are now terminated.

ITEM 6 Reliance on Section 118(2) of the Securities Act:

Not applicable.

ITEM 7 Omitted Information:

Not applicable.

ITEM 8 Senior Officers:

For further information please contact:

R.A. (Bob) Binnendyk
President and CEO
Ceapro Inc.
Telephone: (780) 421-4555

ITEM 9 Statement of Senior Officer:

The foregoing accurately discloses the material change referred to in this report.

DATED at the City of Edmonton, in the Province of Alberta, this 27th day of November, 2000.

CEAPRO INC.

Per: (signed) R.A. (Bob) Binnendyk
R.A. (Bob) Binnendyk

IT IS AN OFFENCE UNDER THE SECURITIES ACT AND THE SECURITIES REGULATION FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.