

NETWORK CORP.
21 St. Clair Avenue East, Suite 400
Toronto, Ontario
M4T 1L9

ALBERTA SECURITIES COMMISSION

19th Floor
10025 Jasper Avenue
Edmonton, Alberta V6Z 2H4

ONTARIO SECURITIES COMMISSION

Suite 1800, Box 55
20 Queen Street West
Toronto, Ontario M5H 3S8

CANADIAN VENTURE EXCHANGE

10th Floor, 300 - 5th Avenue S.W.
Calgary, Alberta T2P 3C4

Dear Sirs:

Re: NETWORK CORP.

**Material Change Report Under Section 118 of the *Securities Act* (Alberta) and
Section 75(2) of the *Securities Act* (Ontario)**

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of Nework Corp. (the "Corporation"). For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act* (Alberta) and Form 27 of the *Securities Act* (Ontario). Concurrent with this filing, this letter is being filed with the Canadian Venture Exchange, being the only Exchange on which the Corporation's shares

Item 1 - Reporting Issuer

Nework Corp.
21 St. Clair Avenue East, Suite 400
Toronto, Ontario, M4T 1L9

Telephone: (416) 323-0944
Facsimile: (416) 323-0230

Item 2 - Date of Material Change

The material change occurred on or about January 18, 2000.

Item 3 - Publication of Material Change/Press Release

A Press Release was issued on January 18, 2000.

Item 4 - Summary of Material Change

The Corporation appointed Senator Consiglio Di Nino to the Board of Directors.

Full Description of Material Changes

The Corporation appointed Senator Consiglio Di Nino to the Board of Directors.

Senator Di Nino has a long-standing record of government, community and professional service.

Among his accolades as Senator are several positions, both past and present, on various Standing Committees including Aboriginal Rights, Social Affairs, Science and Technology, Legal and Constitutional Affairs, Code of Conduct, Foreign Affairs and Internal Economy Bugets and Administration.

His community service included acting as chair or president of Villa Charities, the Harbourfront Corporation, the Canadian Italian Business and Professional Association, Villa Colombo Home for the Aged, Columbus Centre of Toronto and Scouts Canada.

Senator Di Nino has spent 40 years in the financial services industry in a number of senior positions including Co-Founder, President & CEO of Cabot Trust Company, President of Integrated Growth Fund and is currently Chairman of Trillium Gaming Inc.

Item 6 - Reliance on Section 118(4) of the Securities Act (Alberta) or Section 75(3) of the Securities Act (Ontario)

Not applicable

Item 7 - Omitted Information

Not applicable

Item 8 - Senior Officer

The name of a Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

John M. Wiseman, Chief Financial Officer, telephone (416) 323-0944 (ext 249)

Item 9 - Statement of a Senior Officer

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

DATED at Toronto, Ontario, this 24th day of January, 2000.

Yours truly,

NEWWORK CORP.

Per: "John M. Wiseman"
John M. Wiseman
Chief Financial Officer