

TALWARE NETWORKX INC.
21 St. Clair Avenue East, Suite 400
Toronto, Ontario
M4T 1L9

ALBERTA SECURITIES COMMISSION
19th Floor, 10025 Jasper Avenue
Edmonton, Alberta, T5K 3Z5

**BRITISH COLUMBIA SECURITIES
COMMISSION**
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia, V7Y 1L2

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

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

Dear Sirs:

Re: TALWARE NETWORKX INC.
Material Change Report Under Section 118 of the *Securities Act* (Alberta), Section 85 of the *Securities Act* (British Columbia) 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 Talware Networkx Inc. (the "Corporation"). For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act* (Alberta), Form 53-901F of the *Securities Act* (British Columbia) and Form 27 of the *Securities Act* (Ontario). Concurrent with this filing, this letter is being filed with the Canadian Venture Exchange Inc., being the only exchange on which the Corporation's shares

Item 1 - Reporting Issuer

Talware Networkx Inc.
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 November 22 and 28, 2001.

Item 3 - Publication of Material Change/Press Release

A Press Release was issued on November 22 and 28, 2001.

Item 4 - Summary of Material Change

The Corporation has accepted the resignation of Mr. David Cravit from the board of directors. Mr. Terry Hammond has been appointed to the board of directors to fill the vacancy.

Item 5 - Full Description of Material Changes

The Corporation has accepted the resignation of Mr. David Cravit from the board of directors. Mr. Terry Hammond has been appointed to the board of directors to fill the vacancy. Mr. Hammond is the President of TERHAM Management Consultants Ltd., an executive search firm specializing in the communications arena, specifically in the areas of marketing, advertising, direct marketing and new media. Mr. Hammond will chair the Corporation's Strategic Marketing team.

Item 6 - Reliance on Section 118(4) of the Securities Act (Alberta), Section 85(2) of the Securities Act (British Columbia) 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 28th day of November, 2001.

Yours truly,

TALWARE NETWORKX INC.

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