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MATERIAL CHANGE REPORT UNDER
SECTION 146(1) OF THE SECURITIES ACT (ALBERTA)
FORM 53-901F
MATERIAL CHANGE REPORT UNDER
SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)

ITEM 1 Reporting Issuer:

Westone Ventures Inc.
Suite 200, 10041 – 81 Avenue
Edmonton, AB
T6E 1W7

ITEM 2 Date of Material Change:

March 5, 2004

ITEM 3 News Release:

A news release was issued on March 8, 2004 through CCNMatthews.

ITEM 4 Summary of Material Change:

On March 5, 2004, the TSX Venture Exchange Inc. advised the issuer that it had conditionally accepted notice of the proposed acquisition by the issuer of all of the issued and outstanding shares of United Protection Services Inc., an Alberta based independently owned private security company.

In connection with the proposed transaction, it conditionally listed an additional 30,350,000 of the issuer's Common Shares as follows:

	Number of Common Shares
Common Shares to be issued to shareholder of United Protection Services Inc.	22,500,000
Common Shares issuable on the conversion of the shareholder debt	5,000,000
Common Shares issuable upon the exercise of director and officer stock options to be granted on closing	2,850,000
Total	30,350,000

ITEM 5 Full Description of Material Change:

See attached News Release - Schedule A.

ITEM 6 Reliance on Section 146(2) of the Securities Act:

None.

ITEM 7 Omitted Information:

None.

ITEM 8 Senior Officers:

Leonard D. Jaroszuk, Chief Executive Officer
Westone Ventures Inc.
Phone: 780.418.0608
Fax: 780.418.0207

ITEM 9 Statement of Senior Officer:

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

This statement is made in Edmonton, Alberta, on the 8th day of March, 2004.

(Signed)"Leonard D. Jaroszuk"
Leonard D. Jaroszuk
Chief Executive Officer

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SCHEDULE A

WESTONE VENTURES INC.

UPDATE OF PROPOSED ACQUISITION

March 8, 2004 TSX Venture Symbol "WTV"

Further to Westone's news release dated October 16, 2003, management are pleased to reaffirm that Westone reached an agreement effective October 9, 2003 to acquire all of the shares of United Protection Services Inc. ("UPS") from the personal holding corporation of Mr. Sigurd Jorstad of Edmonton, the founder of UPS. The agreement has recently been amended, so that, while the purchase price remains $2,250,000, it is now all payable by the issuance of Westone's shares at an attributed price of $0.10 per share, for a total of 22,500,000 shares, and not 17,500,000 shares and a $500,000 debenture as formerly.

UPS is a private corporation incorporated under the laws of Alberta and has its head office in Edmonton. UPS was established in 1989 by Mr. Jorstad in response to a growing demand for protective services with specialization in the areas of petty crime from both the public and private sectors. In the intervening 14 years, its business has grown to over five hundred individuals in ten locations throughout Western Canada. It is the largest Alberta based independently owned private security company in Western Canada. Upon completion of the acquisition, Mr. Jorstad will indirectly be Westone's largest shareholder and will become a director and Chairman of Westone. He will remain President and a director of UPS.

UPS's audited financial statements for the year ended December 31, 2002 disclose revenue of $7,196,101, working capital of $545,076, capital assets of $165,637, long term debt of $126,810, and shareholder's equity of $808,199. For the 9 months ended September 30, 2003, the interim unaudited financial statements for UPS disclose revenue of $5,358,780, working capital of $392,531, capital assets of $153,696, long term debt of $49,646, and shareholder's equity of $796,887.

The acquisition of the shares of UPS was negotiated entirely at arm's length, and no person not at arm's length to Westone has any interest in UPS or its assets.

There are no financing requirements arising in connection with the acquisition. Should additional funds become necessary, the most probable source would be the exercise of some or all of 2,000,000 outstanding warrants entitling the holders to acquire shares at an exercise price of $0.25 until March 2, 2005. The warrants, and the shares issuable upon exercise of them, are not subject to escrow or other resale restrictions.

Upon completion of the acquisition, Westone intends to change its name to Secure One, Inc. to better reflect its new business direction.

The TSX Venture Exchange Inc. (TSX Venture) has conditionally accepted notice of the acquisition. The principal condition is approval by Westone's shareholders, which will be sought at an annual and special meeting scheduled for April 2, 2004. If the transaction is not completed, then unless Westone can demonstrate that it meets tier maintenance requirements, it will forthwith be transferred to the NEX Board of TSX Venture.

Trading in Westone's shares was halted on Tuesday, October 14, 2003 upon Westone notifying TSX Venture of the proposed acquisition and remained halted until Westone fulfilled various requirements for reinstatement, the principal one being receipt of confirmation from TSX Venture that it had cleared the Information Circular for filing and dissemination. Trading is usually reinstated two days after the Information Circular is filed electronically on SEDAR, which occurred on Friday, March 5.

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

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

Westone Ventures Inc.

(Signed)"Leonard D. Jaroszuk"
Leonard D. Jaroszuk

For further information, contact:
Leonard D. Jaroszuk, Chief Executive Officer
Phone: 780.418.0608
Fax: 780.418.0207