FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Corporation:

Secure One, Inc.
Suite 200, 10041 – 81 Avenue
Edmonton, AB
T6E 1W7

ITEM 2 Date of Material Change:

June 3, 2004

ITEM 3 News Release:

A news release was issued on June 9, through CCNMatthews.

ITEM 4 Summary of Material Change:

The TSX Venture Exchange Inc. has issued its Final Exchange Bulletin dated June 3, 2004, signifying its acceptance of notice of the acquisition of the shares of United Protection Services Inc.

ITEM 5 Full Description of Material Change:

See attached News Release - Schedule A.

ITEM 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

None.

ITEM 7 Omitted Information:

None.

ITEM 8 Executive Officer:

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

ITEM 9 Date of Report:

June 28, 2004

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

SCHEDULE A

SECURE ONE, INC.

COMPLETION OF ACQUISITION

June 9, 2004 TSX Venture Symbol "SZZ"

SECURE ONE, INC. (formerly, Westone Ventures Inc.) is pleased to announce that the TSX Venture Exchange Inc. has issued its Final Exchange Bulletin dated June 3, 2004 signifying its acceptance of notice of the acquisition by Secure One, Inc. of all of the shares of United Protection Services Inc. This acquisition was accomplished entirely without cash consideration, by the issuance of 22,500,000 shares at an attributed value of $0.10 per share. Concurrently with the acquisition, Secure One, Inc. also reduced its indebtedness to a director by $500,000 by means of the issuance of 5,000,000 shares at an attributed value of $0.10 per share. The 22,500,000 shares issued for United Protection Services Inc. have been deposited into a Tier 2 Surplus Security Escrow Agreement pursuant to which they will be released in 6 month intervals over 72 months commencing 6 months from the Final Exchange Bulletin Date. The shares issued for settlement of indebtedness owing to a director have been deposited into escrow pursuant to a Tier 1 Value Security Escrow Agreement pursuant to which ¼ are releasable upon issuance of the bulletin, and a further ¼ on the expiration of 6, 12 and 18 months of that date.

At the shareholders' meeting held on April 2, 2004 at which these transactions were approved, Mr. Sigurd D. Jorstad, the President and sole director of United Protection Services Inc., was elected a director of Secure One, Inc. At a subsequent directors' meeting, he was appointed Chairman of the Board. He will remain as President and director of United Protection Services Inc.

In addition to electing Mr. Jorstad to Secure One, Inc.'s board of directors, the shareholders also elected Messrs. Douglas C. Bachman, Thomas W. Dunlop and Richard G. Shuhany to the Board. As well, Mr. Leonard D. Jaroszuk, the founding shareholder of Secure One, Inc. and its President and a director, was re-elected to the Board, and was re-appointed by the Board as its Chief Executive Officer and President, and Mr. Douglas C. Bachman was appointed as Chief Financial Officer and Secretary-Treasurer. The directors were granted options to acquire 3,750,000 shares at an exercise price of $0.10 per share for a period expiring April 5, 2009.

Secure One, Inc. will now proceed aggressively to pursue its new business direction of providing security protection services to businesses, individuals, governments and institutions, and expanding that business through internal growth and through carefully selected acquisition of businesses similar to those of United Protection Services Inc. or of businesses that would complement that business. Secure One, Inc. has identified several potential acquisitions that will advance its expansion into the Lower Mainland and Whistler Valley areas of British Columbia.

THE TSX VENTURE EXCHANGE INC. DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

Secure One, 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