

MATERIAL CHANGE REPORT UNDER

SECURITIES ACT (BRITISH COLUMBIA) SECTION 67(1) FORM 27 SECURITIES ACT (ALBERTA) SECTION 118(1) FORM 27 SECURITIES ACT (ONTARIO) SECTION 75(2) FORM 27

1. **Reporting Issuer:**

Ezenet Corp.
940, 90 Eglinton Avenue East
Toronto, Ontario
M4P 2Y3

2. **Date of Material Change:**

March 23, 2000

3. **Press Release:**

Released through the facilities of Canada Newswire on March 23, 2000.

4. **Summary of Material Change:**

Ezenet Corp. closed its offering of 4,444,500 special warrants on March 23, 2000 for gross proceeds of \$50,000,625. The financing was completed by a syndicate of investment dealers lead by Octagon Capital Corporation and including Salman Partners Inc. and Acumen Capital Finance Partners Inc.

5. **Full Description of Material Change:**

Ezenet Corp. closed its offering of 4,444,500 special warrants (the "Special Warrants") on March 23, 2000 for gross proceeds of \$50,000,625. The financing was completed by a syndicate of investment dealers lead by Octagon Capital Corporation and including Salman Partners Inc. and Acumen Capital Finance Partners Inc.

Each Special Warrant entitles the holder thereof to acquire one unit ("Unit") comprising one common share of the Corporation (a "Common Share") and one-half of one Common Share purchase warrant (a "Warrant"). Each Warrant will be exercisable into one Common Share at a price of \$12.00 for fourteen months following the Expiry Date (being the earlier of the fifth business day after the issuance of the last receipt for the final prospectus and March 23, 2001).

Forty percent of the issue proceeds were released to the Corporation on closing and the balance of the proceeds will be held in trust pursuant to the Special Warrant Indenture creating the Special Warrants until the issuance of receipts for the qualifying prospectus on or before September 19, 2000, failing which investors may request the repurchase of up to 60% of their Special Warrants for the purchase price plus accrued interest. In the even receipts for a final prospectus are not received from all jurisdictions of filing by July 21, 2000, Special Warrants will be exercisable for 1.1 Common Shares and .55 Warrants.

The proceeds of this offering will be used to further develop the banking software, and front-end wireless and Internet solutions for banks and financial service companies that complement the Corporation's existing back-end infrastructure, including development of enhanced security software, marketing and sales force expansion into the United States, development of Linux financial applications and strategic acquisitions related to these matters. A portion of the funding will also be dedicated to further expansion of the product software division of the Corporation, including InstaBase.

6. **Reliance on Provision:**

Not applicable.

7. **Omitted Information:**

Not applicable.

8. **Senior Officer:**

Terence W. Rogers
Chief Financial Officer
Ezenet Corp.
940, 90 Eglinton Avenue East
Toronto, Ontario
M4P 2Y3
Telephone: (416) 482-3037
Fax: (416) 482-0707

9. **Statement of Senior Officer:**

The foregoing accurately discloses the material change referred to herein.

DATED at the City of Toronto, in the Province of Ontario, as of the 31st day of March,
2000.

EZENET CORP.

Per: _____
Terence W. Rogers

cc: The Canadian Venture Exchange - AB