

**IPC FINANCIAL NETWORK INC.**

**FORM 27**

**MATERIAL CHANGE REPORT**  
**Section 118(1) of the *Securities Act* (Alberta)**  
**Section 85(1) of the *Securities Act* (British Columbia)**  
**Section 75(2) of the *Securities Act* (Ontario)**  
**Section 81(2) of the *Securities Act* (Nova Scotia)**

Item 1 Reporting Issuer:  
IPC FINANCIAL NETWORK INC.  
2345 Yonge Street  
Suite 601  
Toronto, Ontario  
M4P 2E5

Item 2 Date of Material Change:  
May 12, 2000

Item 3 News Release:  
IPC Financial Network Inc. issued a press release on May 19, 2000 through Canada Newswire.

A copy of such press release is attached hereto as Schedule "A".

Item 4 Summary of Material Change:  
IPC Investment Corporation ("IPCIC"), a subsidiary of IPC Financial Network Inc. ("IPCFN"), has entered into an asset purchase agreement (the "Agreement") with Hasson Twiss Financial Services Inc. ("HT"), a mutual fund dealer and life insurance agency located in Guelph, Ontario. The Agreement calls for the transfer of their licensed mutual fund salespersons from HT to IPCIC.

The total consideration for this transaction is Six Hundred and Seven Thousand (\$607,000.00) Dollars, payable as Four Hundred Thousand (\$400,000.00) Dollars in cash and Two Hundred and Seven Thousand (\$207,000.00) Dollars, as 77,238 Preferred Shares, Series 10 of IPCFN, subject to performance targets.

The cash portion of the purchase price will be paid in three (3) equal installments, the first payment will be thirty (30) days from the Final Closing Date, the second installment payable on the first anniversary date from the Final Closing Date, and the third installment payable on the second anniversary date from the Final Closing Date.

The share portion of the purchase price is to be held in escrow for a period of three (3) years whereby the shares will be released by one-third (1/3) per year. The Preferred Shares, Series 10 are automatically convertible to common shares of IPCFN upon their release from escrow.

Item 5 Full Description of Material Change:  
IPC Investment Corporation (“IPCIC”), a subsidiary of IPC Financial Network Inc. (“IPCFN”), has entered into an asset purchase agreement (the “Agreement”) with Hasson Twiss Financial Services Inc. (“HT”), a mutual fund dealer and life insurance agency located in Guelph, Ontario. The Agreement calls for the transfer of their licensed mutual fund salespersons from HT to IPCIC.

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Item 6 Reliance on Confidentiality Provisions of Securities Legislation: Not applicable

Item 7 Omitted Information: Not applicable

Item 8 Senior Officers: Thomas Kofman

Item 9 Statement of Senior Officer:

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

Dated at Toronto, Ontario this 19th day of May, 2000

**IPC FINANCIAL NETWORK INC.**

Per: “Thomas Kofman”  
**Thomas Kofman, Senior Vice President,  
Finance and Chief Financial Officer**

IT IS AN OFFENCE UNDER THE *SECURITIES ACT* AND THE *SECURITIES REGULATIONS* FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATION THAT, AT THE TIME AND IN LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

## SCHEDULE "A"

IPC Financial Network Inc. enters into agreement with Hasson Twiss Financial Services Inc.

TORONTO, May 19/CNW/ - IPC Financial Network Inc. ("IPCFN") is pleased to announce it has entered into an asset purchase agreement (the "Agreement") with Hasson Twiss Financial Services Inc. ("HT"), a Guelph, Ontario based mutual fund dealer and life insurance agency. HT has eight branch offices with thirty-six financial planners located throughout Ontario.

The Agreement calls for the transfer of their licensed mutual fund salespersons from HT to IPC Investment Corporation, a subsidiary of IPCFN. The total consideration for the acquisition of HT is \$607,000, subject to performance targets. The purchase price consists of 77,238 Preferred Shares, Series 10 in the capital of IPCFN at a deemed price of \$2.68 and the payment of \$400,000 in cash. The parties to this transaction have agreed that the securities be issued on closing and held in escrow. They are to be released in three installments on the first, second and third anniversary dates of the Final Closing Date. Upon their release from escrow, the Preferred Shares, Series 10 are convertible automatically into common shares of IPCFN. The cash consideration will be payable in three equal installments with the first installment payable thirty days after the Final Closing Date of this transaction and the second and third installments payable on the first and second anniversary dates of the Final Closing Date.

"We're delighted by Hasson Twiss' decision to join IPC," says Steve Meehan, CEO. "This addition strengthens IPC's presence in the Southwestern Ontario market."

The acquisition of HT is consistent with IPCFN's business plan and strategy. IPCFN is building a diversified financial services company focusing on the highly fragmented financial planning industry. IPCFN has developed a strategy that brings together the needs of financial planners with those of the Company. IPCFN's intent is to be the premier choice among financial planners who are dedicated to serving the needs of their clients.

This acquisition is an arms length transaction and is subject to receipt of all necessary regulatory approvals.

IPCFN trades on the Canadian Venture Exchange under the stock symbol "IPC".

The Canadian Venture Exchange has neither approved nor disapproved of the information contained herein.

For further information: IPC Financial Network Inc., Steve Meehan, Chief Executive Officer or Thomas Kofman, Senior Vice President, Finance & C.F.O., (416) 440-7979, Fax: (416) 440-7980