

## MATERIAL CHANGE REPORT

**Section 118(1) of the *Securities Act* (Alberta)**  
**Section 85(1) of the *Securities Act* (British Columbia)**  
**Section 81(2) of the *Securities Act* (Nova Scotia)**  
**Section 75(2) of the *Securities Act* (Ontario)**  
**Section 84(1) of the *Securities Act* (Saskatchewan)**

1. *Reporting Issuer:*

IPC Financial Network Inc. (“**IPC**”)  
2345 Yonge Street  
Suite 601  
Toronto, Ontario  
M4P 2E5

2. *Date of Material Changes:*

August 17, 2000

3. *Press Release:*

Attached as Schedule “A” to this report is a copy of the press release relating to the material changes described herein which was issued on August 17, 2000 at Toronto, Ontario.

4. *Summary of Material Changes:*

On August 16, 2000, IPC and ING Canada Inc. (“**ING**”) completed a \$7.5 million bridge loan from ING to IPC pending closing of a strategic alliance transaction that was announced on August 3, 2000 and for which a Material Change Report was filed by IPC on August 14, 2000.

5. *Full Description of Material Changes:*

The \$7.5 million loan from ING Canada is evidenced by a promissory note and is secured against all of the assets of IPC. The proceeds of the bridge loan will be used by IPC to repay certain outstanding secured indebtedness. According to its terms, the bridge loan will become repayable on the earlier of the date that the strategic alliance transaction closes and December 31, 2000.

Upon closing of the strategic alliance transaction, ING will, among other things, make a further \$7.5 million investment in IPC by way of an unsecured term loan. The proceeds from this further investment will be used by IPC to repay any amount outstanding under the bridge loan. In connection with the term loan, IPC will issue to ING share purchase warrants exercisable for up to 2,500,000 common shares of IPC at an exercise price of \$3.00 per share (or an aggregate exercise price of \$7,500,000). The term loan will become due on the second anniversary of the closing of the strategic alliance transaction

and the warrants will also expire on that date. It is anticipated that the exercise price of the warrants will be used to repay the \$7.5 million term loan.

6. *Confidential Filing:*

Not Applicable.

7. *Omitted Information:*

None.

8. *Senior Officer:*

The following senior officer of IPC is knowledgeable about the material changes referred to in this report:

Christopher J. Dingle, (416) 440-7970

9. *Statement of Senior Officer:*

The foregoing accurately discloses the material changes referred to herein.

**DATED** at Toronto, Ontario this 21st day of August, 2000.

*“Christopher J. Dingle”*

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Christopher J. Dingle  
President and Chief Operating Officer

**SCHEDULE “A”**  
**ING CANADA AND IPC FINANCIAL NETWORK**  
**COMPLETE BRIDGE FINANCING**

*ING provides a \$7.5 million bridge loan to IPC pending closing of Strategic Alliance*

TORONTO, ONTARIO: ING Canada Inc. (“ING”) and IPC Financial Network Inc. (“IPC”) announced today the completion of a \$7.5 million bridge loan from ING to IPC pending closing of the strategic alliance transaction that was announced on August 3, 2000.

The bridge loan will be evidenced by a promissory note and secured against all of the assets of IPC. The proceeds of the bridge loan will be used by IPC to repay certain outstanding secured indebtedness. According to its terms, the bridge loan will become repayable on the earlier of the date that the strategic alliance transaction closes and December 31, 2000.

Upon closing of the strategic alliance transaction, ING will, among other things, make a further \$7.5 million investment in IPC by way of an unsecured term loan. The proceeds from this further investment will be used by IPC to repay any amount outstanding under the bridge loan. In connection with the term loan, IPC will issue to ING share purchase warrants exercisable for up to 2,500,000 common shares of IPC at an exercise price of \$3.00 per share (or an aggregate exercise price of \$7,500,000). The term loan will become due on the second anniversary of the closing of the strategic alliance transaction and the warrants will also expire on that date. It is anticipated that the exercise price of the warrants will be used to repay the \$7.5 million term loan.

Amsterdam-based ING Group is a global leader in integrated financial services, employing more than 90,000 employees in 60 countries. ING comprises a broad spectrum of prominent companies operating close to their customers throughout the world. In Canada, ING companies provide insurance, investment and banking services to two and a half million customers.

IPC Financial Network is building a diversified financial services company that focuses on the highly fragmented wealth management industry. IPC’s strategy marries the needs of the planners and agents with those of the company. Its intent is to be the premier choice among financial planners and agents who are dedicated to serving their clients. IPC trades on the Canadian Venture Exchange under the stock symbol “IPC”.

The Canadian Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.

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Contacts:

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