MATERIAL CHANGE REPORT UNDER
SECTION 75(2) OF THE *SECURITIES ACT* (ONTARIO)
SECTION 146(1)(b) OF THE *SECURITIES ACT* (ALBERTA)
SECTION 85(1)(b) OF THE *SECURITIES ACT* (BRITISH COLUMBIA)
SECTION 81(2) OF THE *SECURITIES ACT* (NOVA SCOTIA)
SECTION 84(1)(b) OF THE *SECURITIES ACT* (SASKATCHEWAN)
SECTION 76(2) OF THE *SECURITIES ACT* (NEWFOUNDLAND)

ITEM 1. REPORTING ISSUER

eNGENUITY Technologies Inc.

4700, rue de la Savane, suite 300, Montreal, Quebec, H4P 1T7.

ITEM 2. DATE OF MATERIAL CHANGE

January 7, 2003

ITEM 3. PRESS RELEASE

On January 7, 2003, eNGENUITY Technologies Inc. (the "Corporation") issued a press release over CCN. See Schedule "A".

ITEM 4. SUMMARY OF MATERIAL CHANGE

On November 12, 2002, the Corporation announced the appointment of Mr. Yves Boucher as Executive Vice President and Chief Financial Officer effective January 7, 2003.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached Press Release.

ITEM 6. CONFIDENTIAL REPORT

Not applicable.

ITEM 7. OMITTED INFORMATION

No significant facts have been omitted from this report.

ITEM 8. <u>SENIOR OFFICERS</u>

Patrice Commune
President
Tel.: (514) 341-3874

ITEM 9. <u>STATEMENT OF SENIOR OFFICER</u>

The foregoing accurately discloses the material change referred to herein.

DATED AT MONTREAL, Province of Quebec, this 16th day of January 2003.

(s) Patrice Commune
President

SCHEDULE "A"

FOR IMMEDIATE RELEASE
For more information, please contact:

Patrice Commune, President
eNGENUITY Technologies Inc.
(514) 341-3874, extension 243
patrice.commune@engenuitytech.com

eNGENUITY Technologies Inc. Announces Appointment of Chief Financial Officer

MONTREAL – January 7, 2003 – eNGENUITY Technologies Inc. [TSX: EGY], a leading provider of software tools and components for the development of advanced visual and simulation applications, today announced the appointment of Mr. Yves H. Boucher as Executive Vice President and Chief Financial Officer based in Montreal.

Mr. Yves H. Boucher brings with him more than 17 years of experience in finance, administration, operations, and international business development to his role as Executive Vice President and Chief Financial Officer at eNGENUITY Technologies.

From 2000 to 2002, Mr. Boucher was Executive Vice President and Chief Financial Officer for Nstein Technologies involved in the artificial linguistic intelligence field. Joining Nstein Technologies at the start-up stage, Mr. Boucher was responsible for strategic development and raised substantial equity for the company, positioning them to go public.

Prior to joining Nstein in May 2000, Mr. Boucher was Executive Vice President for BABN Technologies where he directed marketing, international business development and strategic alliances for this global leader in lottery ticket printing and consulting services. From 1990 to 1995, Mr. Boucher was Vice President Finance and Administration for Ramca Tiles Ltd., one of the largest importers and distributors of ceramic tiles in Canada. From 1985 to 1990, Mr. Boucher occupied increasingly responsible positions within the Arthur Andersen Company in the Montreal office in the fields of strategic planning, development, auditing, tax planning and business consulting.

Mr. Boucher holds a Master's degree in Business Administration from McGill University in Montreal, and earned a Bachelor of Commerce (Honors) degree from the University of Trois-Rivières, Quebec. Mr. Boucher also ranked (Honors) 15th in Canada for the Uniform Final Exams for the Canadian Institute of Chartered Accountants, and second in Canada for the Certified Management Accountancy Final Exams.

"It is a great pleasure to have Yves join our Company and become part of our team. Yves' previous international experience combined with his vast knowledge and expertise in the financial market will be a significant asset to our Company", said Patrice Commune, President of eNGENUITY Technologies Inc.

About eNGENUITY Technologies Inc.

eNGENUITY Technologies is a leading provider of software tools and components for the development of advanced visual and simulation applications. The company specializes in Human-Machine-Interface, simulation and Java 2D™ visualization solutions. eNGENUITY Technologies' products provide the means to dramatically shorten development cycles while improving software performance reliability. Our tools are currently in use by over 800 customers globally within thousands of mission, business and safety-critical applications. The Company is headquartered in Montreal and has offices and distributors throughout Canada, the United States, Europe and Asia. Further information about eNGENUITY Technologies Inc. is available at www.engenuitytech.com.