FORM 27

MATERIAL CHANGE REPORT

SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)
SECTION 118(1) OF THE SECURITIES ACT (ALBERTA)

NOTE: *This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.*

NOTE: *WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS, PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITAL "CONFIDENTIAL". CONFIDENTIAL REPORTS SHOULD BE FILED IN PAPER FORMAT. UPON GENERAL DISCLOSURE BEING MADE, THE FORM 27 SHOULD BE FILED THROUGH SEDAR WITHIN 10 DAYS FOLLOWING SUCH GENERAL DISCLOSURE.*

NOTE ALSO THAT FOR A SEDAR FILING, THE PRESS RELEASE SHOULD BE FILED AS A SEPARATE DOCUMENT FROM THE FORM 27.

Item 1. Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer:

Velocity Computer Solutions, Ltd.
c/o 302-3602 Gilmore Way
Burnaby, B.C. V5G 4W9
Phone: 320-6566

Item 2. Date of Material Change

April 3, 2000

Item 3. Press Release

State the date and place(s) of issuance of the press release.

The Press Release dated April 3, 2000 was forwarded to the Canadian Venture Exchange and disseminated via Canada News-Wire Ltd., Stockhouse.com, Canada Stockwatch, SmallCap Center and T-Net.

A copy of the Press Release is attached as Schedule "A".

Item 4. **Summary of Material Change**

Provide a brief but accurate summary of the nature and substance of the material change.

The Company announced today that it has signed a letter of intent to acquire Winnipeg-based Tronica Inc. Tronica's revenues were in excess CDN$6.5 million for the 12-month period ending October 31, 1999.

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

Supplement the summary required under item 4 with the disclosure which should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also item 7.

The description of the significant facts relating to the material change will therefore include some or all of the following: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the reporting issuer or its subsidiaries. Specific financial forecasts would not normally be required to comply with this form.

The above list merely described examples of some of the facts which may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation.

For a full description of the material change, see Schedule "A".

Item 6. **Reliance on Section 75(3) of the Securities Act (Ontario) and equivalent sections of other jurisdictions**

If the report is being filed on a confidential basis, state the reasons for such reliance.

Not Applicable.

Item 7. **Omitted Information**

Not Applicable.

Item 8. **Senior Officer**

To facilitate any necessary follow-up by the Commission, give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom such senior officer may be contacted by the Commission.

Basil Peters
Chairman

Phone: 604-320-6566

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated at Freeport Grand Bahamas, this 13th day of April, 2000.

VELOCITY COMPUTER SOLUTIONS, LTD.

Per:

"James Peters"
James Peters,
Director and President

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

Schedule "A"

News Release CDNX Trading Symbol: VCS.U

Velocity Continues National Expansion with Acquisition of Tronica Inc.

HAMILTON, BERMUDA - April 3, 2000 - Velocity Computer Solutions Ltd. (CDNX: VCS.U) a leading provider of Net-based information technology (IT) support and networking solutions services, announced today that it has signed a letter of intent to acquire Winnipeg-based Tronica Inc. Tronica's revenues were in excess CDN$6.5 million for the 12-month period ending October 31, 1999.

The acquisition of Tronica will move Velocity one step closer to providing the Canadian IT services market with coast-to-coast coverage and comes only weeks after the Company's latest expansion in Alberta.

Founded in 1980, privately-held Tronica is the first and only Manitoba company to fully support all three major PC operating environments: Windows/NT, Macintosh, and Unix. Tronica employs a technical and professional staff of over 40 serving more than 800 customers and was amongst the province's top 50 fastest growing companies according to Manitoba Business Magazine's Year 2000 survey. Tronica was also the first Manitoban company to be invited into the VentureTech Network, an exclusive network of service providers across North America.

Tronica is an Authorized Service and Support Provider for many leading manufacturers and developers including Compaq, Apple, Microsoft, Sun Microsystems, Adobe, IBM, Dell, and HP and its technicians all maintain A+ Certification by the Computer Technology Industry Association (CompTIA) as well as holding certifications as Microsoft Certified Systems Engineers (MCSE), Apple Macintosh Systems Engineers, Solaris Enterprise Certification, Citrix Support and others.

"Tronica will be our seventh acquisition in the past 19 months and the second in our Year 2000 national expansion plans", said Archie Campbell, Vice President of Mergers and Acquisitions for Velocity. "This is a strategic move which enables Velocity to further expand its operations across Canada while at the same enlarging the scope of our technical expertise and in-house talent."

Darren Wiebe, Tronica's President and Owner said, "Tronica has been aggressively evolving its business model toward recurring revenue through the provision of professional outsourced services and support programs. Combining our staff, customers, and experience with Velocity's systems and business strategy is the next logical step for our company"

"By leveraging the knowledge and business processes available from Velocity we'll continue to strengthen the value proposition provided to our customers. In addition, we hope to use this dynamic to position ourselves as THE destination for experienced IT professionals looking for an exciting long term career."

"The acquisition of Tronica also strengthens Velocity's position as a leading provider of integrated eSupport solutions, expanding our breadth of expertise in Citrix Thin Client, Unix and Sun Microsystems technologies," said Shawn D. Chute, President and CEO of Velocity Canada. "In addition to a comprehensive technical services offering, Tronica has a strong management team and a solid customer base, all of which will aid Velocity's national expansion plans."

Velocity recently announced the intent to acquire Calgary-based Jaguar Systems Ltd., which together with Tronica will increase Velocity's annual revenues by more than CDN$9 million and expand its technical and professional staff from 120 to 160.

About Velocity

Velocity is a leading provider of full-service e-Support solutions and has integrated a complete family of web-based, phone-based and onsite computer and network help technologies to reduce overall support costs for its small to medium-sized business customers while at the same time increasing service, delivery, speed and convenience. A single online source for customers' entire information technology (IT) needs, Velocity's IT service infrastructure is continually evolving in anticipation and reflection of customer opinion and progress.

Velocity's technical professionals currently serve the needs of over 2000 businesses from a cross-section of industries including telecommunications, legal and financial services, technology, hospitality, entertainment, marketing, forestry, and healthcare sectors.

For more information visit the company's website @ www.velocityIT.com

Investor Relations in Hamilton, Bermuda investorrelations@velocity.bm 441-296-9262

Investor Relations in Vancouver, Canada investor@velocityIT.com 604-419-1295

Velocity Computer Solutions Inc., 302-3602 Gilmore Way, Burnaby, BC, V5G 4W9, Canada

Velocity Computer Solutions, Ltd., Jardine House, 4th Floor 33/35 Reid Street, Hamilton HM12, Bermuda

This News Release may contain certain statements related to revenue, expenses, development plans and similar items that represent forward-looking statements. Such statements are based on assumptions and estimates related to future economic and market conditions. The assumptions are reviewed regularly by management, however, they involve risks and uncertainties, including, without limitation, changes in markets and competition, technological and competitive developments, and potential downturns in economic conditions generally, that could cause actual results to differ materially from those contemplated in the forward-looking statements.