BRITISH COLUMBIA
ALBERTA

B.C. FORM 53-901F (FORM 27)

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA), AND 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.*

Item 1. Reporting Issuer

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

Voyus Ltd.
Reid House
31 Church Street
Hamilton HM12
Bermuda

Item 2. Date of Material Change

November 28, 2001

Item 3. Press Release

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

The Press Release dated November 28, 2001 was forwarded to the Canadian Venture Exchange and disseminated via Canada Stockwatch.

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 that it had been advised by Group Telecom Inc. that it would not extend its current desktop support contract with Voyus Canada Inc.

Item 5. <u>Full Description of Material Change</u>

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. <u>Reliance on Section 85(2) of the Securities Act (B.C.), Section 75(3) of the Securities Act (Ontario) and equivalent sections of other jurisdictions</u>

If the report is being filed on a confidential basis, state the reasons for such reliance. For B.C., refer to section 85(3) of the Act concerning continuing obligations regarding reports filed under this subsection.

Not Applicable.

Item 7. <u>Omitted Information</u>

Not Applicable.

Item 8. <u>Senior Officer</u>

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.

Shawn Chute
Director
(604) 320-6566 (Phone)

Item 9. <u>Statement of Senior Officer</u>

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, B.C., this 30th day of November, 2001.

Voyus Ltd.

Per:

"Shawn Chute"
Shawn Chute
Director

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”

FOR IMMEDIATE RELEASE

Trading Symbol: VCS.U: CDNX

Vancouver, November 28, 2001 - Shawn Chute, President and CEO of Voyus Canada Inc. (“Voyus”) announced today that Voyus has been advised by Group Telecom Inc. that Group Telecom had chosen not to extend its current desktop support contract with Voyus which expires January 10th 2002.

Mr. Chute advised that, while the Group Telecom contract had been an important part of the development of Voyus’ managed service business, accounting for approximately 20% of the Company’s current revenue, the Company will act quickly to limit the impact of the decision.

“We enjoyed working with Group Telecom as it grew from 80 employees to its current size” said Chute, “and we regret this decision. We provided it with a valuable service, delivering an outsourced IT solution which met its needs during a time of rapid growth. Our goal is to provide solutions that work for our customers and we remain confident in our focus on providing small to medium-sized businesses with a complete outsourced IT solution.”

ABOUT VOYUS

Voyus provides a complete suite of Managed IT Services that reduce overall costs and increase productivity for its business customers. Voyus’ technology completely automates the entire desktop and server management process, simplifying IT management and reducing technical support challenges for its customers.

Voyus helps businesses budget for IT by determining when, where and why IT dollars are spent and how they correspond to overall business objectives. Once a business’ IT needs are determined, Voyus provides comprehensive subscription-based IT service bundles that simplify essential IT management.

Subscription-based services include technical Help Desk, 24 x 7 remote monitoring, remote control and online support as well as onsite service and email protection services guaranteeing 100% problem resolution. In addition, Voyus provides full consulting, web site management services, project management and implementation services.

For further information, please contact:

Steve Smith
Investor Relations
(604) 642-0115
Email: ssmith@voyus.com

NEWS RELEASE

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. This news release is not for dissemination in the United States of America or to United States of America news services.