Form 27
Securities Act (Ontario)

MATERIAL CHANGE REPORT UNDER SECTION 72(5) OF THE ACT

1. Reporting Issuer

Axxent Inc.

2. Date of Material Changes

July 27, 2000

3. Press Releases

A press release was issued in Toronto, Ontario through the facilities of Canada NewsWire Services, a copy of which is attached hereto as Schedule "A".

4. Summary of Material Changes

On July 27, 2000, Axxent Inc. announced that it has received receipts from the securities regulatory authorities in the provinces of Ontario, Alberta, Manitoba and Quebec for a final prospectus filed in connection with the qualification for distribution of 10,000,000 Class B non-voting shares to be issued without additional payment upon the exercise of 10,000,000 previously issued special warrants. The special warrants were issued in connection with a private placement financing for gross proceeds of $180,000,000 completed on March 28, 2000. The financing was completed through Griffiths McBurney & Partners, CIBC World Markets Inc., Credit Suisse First Boston Securities Canada Inc., Scotia Capital Inc. and Yorkton Securities Inc.

5. Full Description of Material Changes

On July 27, 2000, Axxent Inc. (the "Company") announced that it had received receipts from the securities regulatory authorities in the provinces of Ontario, Alberta, Manitoba and Quebec for a final prospectus filed in connection with the qualification for distribution of 10,000,000 Class B non-voting shares issued without additional payment upon the exercise of 10,000,000 previously issued special warrants. The special warrants were issued in connection with a private placement financing for gross proceeds of $180,000,000 completed on March 28, 2000. The financing was completed through Griffiths McBurney & Partners, CIBC World Markets Inc., Credit Suisse First Boston Securities Canada Inc., Scotia Capital Inc. and Yorkton Securities Inc.

The final prospectus also qualified the distribution of 2,488,417 Class B non-voting shares of the Company issued upon the conversion of 2,488,417 Series 3 preferred shares previously issued by the Company to holders of the senior notes of the Company's operating subsidiary, Axxent Corp., in exchange for warrants that such persons held to purchase 2,488,417 common shares of Axxent Corp. at an exercise price of $.03 per share.

In addition, the final prospectus qualified the issue and distribution of 33,333 Class B non-voting shares issued without additional payment upon the exercise of an aggregate of 33,333 special warrants previously issued by the Company on February 11, 2000 in connection with the Company's acquisition of 1108108 Ontario Inc., operating as Pathway Communications.

6. Reliance on Section 75(3) of the Act

Not applicable.

7. Omitted Information

Not applicable.

8. Senior Officer

For more information, please contact Marianne Godwin, CFA, Vice-President Investor Relations of Axxent Inc. at (416) 907-2698.

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, this 8th day of August, 2000.

"Christopher Clinning"
Christopher Clinning,
Chief Financial Officer and Secretary

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"

AXXENT INC.

PRESS RELEASE

(NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES)

July 27, 2000
For immediate release

Toronto, Ontario, Canada, July 27, 2000 - AXXENT Inc. (TSE:AXI.b) today announced that it has received receipts from the securities regulatory authorities in the provinces of Ontario, Alberta, Manitoba and Quebec for a final prospectus filed in connection with the qualification for distribution of 10,000,000 Class B non-voting shares to be issued without additional payment upon the exercise of 10,000,000 previously issued special warrants. The special warrants were issued in connection with a private placement financing for gross proceeds of $180,000,000 completed on March 28, 2000. The financing was completed through Griffiths McBurney & Partners, CIBC World Markets Inc., Credit Suisse First Boston Securities Canada Inc., Scotia Capital Inc. and Yorkton Securities Inc.

The final prospectus also qualifies the distribution of 2,488,417 Class B non-voting shares of Axxent to be issued upon the conversion of 2,488,417 Series 3 preferred shares previously issued by the Company to holders of the senior notes of Axxent's operating subsidiary, Axxent Corp., in exchange for warrants that such persons held to purchase 2,488,417 common shares of Axxent Corp. at an exercise price of $.03 per share.

In addition, the final prospectus qualifies the issue and distribution of 33,333 Class B non-voting shares to be issued without additional payment upon the exercise of an aggregate of 33,333 special warrants of the Company previously issued by the Company on February 11, 2000 in connection with Axxent's acquisition of 1108108 Ontario Inc., operating as Pathway Communications.

The Class B non-voting shares have not and will not be registered under the United States Securities Act of 1933, as amended, and subject to certain exceptions, may not be offered or sold within the United States or to, or for the account of or benefit of, United States persons.

About AXXENT

Axxent Inc., (formerly OCI Communications Inc.), through its operating subsidiary Axxent Corp., is a leading Canadian competitive local exchange carrier (CLEC) providing data, voice, and Internet services to meet the needs of small and medium-sized businesses. Axxent serves more than 24,000 businesses with approximately 100,500 access lines. Visit our Web site at www.axxent.ca.

For further information please contact:
Media and Investor Contact:
Marianne Godwin, CFA, Vice-President Investor Relations
AXXENT Inc.
Toronto, Canada
Phone: (416) 907-2698
E-mail: marianne.godwin@corp.axxent.ca