

FIFTH ERA KNOWLEDGE INC.
780, 839 - 5th Avenue S.W.
Calgary, Alberta, T2P 3C8
Tel: 543-9330
Fax: 264-7813

VIA SEDAR

ALBERTA SECURITIES COMMISSION
19th Floor, 10025 Jasper Avenue
Edmonton, Alberta, T5K 3Z5

CANADIAN VENTURE EXCHANGE INC.
10th Floor, 300 - 5th Avenue S.W.
Calgary, Alberta, T2P 3C4

**BRITISH COLUMBIA SECURITIES
COMMISSION**
2nd Floor, 865 Hornby Street
Vancouver, British Columbia, V6Z 2H4

Dear Sirs:

**Re: FIFTH ERA KNOWLEDGE INC. (FORMERLY SCYTHER CORPORATION)
MATERIAL CHANGE REPORT UNDER SECTION 118 OF THE SECURITIES ACT
(ALBERTA) AND SECTION 85 OF THE SECURITIES ACT (BRITISH COLUMBIA)**

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of FIFTH ERA KNOWLEDGE INC. (the "Corporation"). For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act* (Alberta) and Form 27 of the *Securities Act* (British Columbia). Concurrent with this filing, this letter is being filed with the Canadian Venture Exchange Inc., being the only Exchange on which the Corporation's shares are currently listed.

Item 1 - Reporting Issuer

FIFTH ERA KNOWLEDGE INC.
780, 839 - 5th Avenue S.W.
Calgary, Alberta, T2P 3C8
Tel: 543-9330
Fax: 264-7813

Item 2 - Date of Material Change

The material change occurred on July 11, 2000.

Item 3 - Publication of Material Change/Press Release

A Press Release was issued on July 12, 2000.

Item 4 - Summary of Material Change

On July 11, 2000, the Corporation closed the acquisition of all of issued and outstanding securities of Fifth Era Knowledge Corporation, changed its name and appointed new directors.

Item 5 - Full Description of Material Change

On July 11, 2000, the Corporation closed the acquisition of all of the issued and outstanding securities of Fifth Era, in consideration for which the Corporation issued 5,600,000 common shares at a deemed price of \$1.30 per share for an aggregate purchase price of \$7,280,000. This transaction constituted the major transaction of the Corporation. The Corporation also changed its name from Scyther Corporation to Fifth Era Knowledge Inc.

Appointed to the Board of Directors of the Corporation are: Peter Stunden, Chairman and President of Fifth Era, Calvin Manz, Chairman of MCK Telecommunications and Chairman of Jcommerce, Ray Antony, Director of seven Canadian Venture Exchange Inc. companies, David Antony, Chief Financial Officer of Fifth Era and Greg Surbey, Executive Vice President, Global Sales of JAWS Technologies Inc.

Pursuant to the completion of the Corporation's major transaction Peter Stunden and Paula Stunden acquired 1,924,795 (21%) and 1,904,969 (20.8%), respectively, of the issued and outstanding common shares of the Corporation. At the present time, they do not have any future intention to acquire any additional securities of the Corporation except pursuant to incentive stock option granted to them by the Corporation from time to time.

Item 6 - Reliance on Section 118(4) of the Securities Act (Alberta) or Section 85(2) of the Securities Act (British Columbia)

Not applicable

Item 7 - Omitted Information

Not applicable

Item 8 - Senior Officer

The name of a Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

David Antony, Chief Financial Officer, telephone (403) 543-9330.

Item 9 - Statement of a Senior Officer

The foregoing accurately discloses the material change referred to in this report.

DATED at Calgary, Alberta, this 17th day of July, 2000.

Yours truly,

FIFTH ERA KNOWLEDGE INC.

Per: "David Antony"

David Antony
Chief Financial Officer