

**FORM 27**

**BRITISH COLUMBIA SECURITIES ACT**

**MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT**

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:

E-xact Transactions Ltd.  
1610 – 555 West Hastings Street  
Vancouver, BC V6B 4N6

**Item 2. Date of Material Change**

August 9, 2000.

**Item 3. Press Release**

The Press Release dated August 9, 2000 was forwarded to the Canadian Venture Exchange and disseminated via BizWire, Canada Stockwatch, George Cross Newsletter and Market News.

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

**Item 4. Summary of Material Change**

E-xact Transactions Ltd. (the "Company") announced today that Dell Canada will integrate the Company's transaction processing services into its Canadian order management system. The Company also announced that it had agreed, subject to regulatory approval, to issue Dell Ventures, L.P., a warrant to purchase up to approximately 500,000 common shares of the Company exercisable at \$2.25 per share for a period of two years. If fully exercised, the warrants will provide Dell with a five per cent interest in E-xact's fully diluted common stock.

**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 85(2) of the Act**

If the report is being filed on a confidential basis in reliance of Section 85(2) of the Act, state the reasons for such reliance.

Not Applicable.

**Item 7. Omitted Information**

Not Applicable.

**Item 8. Senior Officers**

The following Senior Officer of the Company is available to answer questions regarding this report:

Ted Henderson  
President and Director  
(303) 716-7090

**Item 9.        Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated at Lakewood Colorado, USA, this 9<sup>th</sup> day of August, 2000.

**E-XACT TRANSACTIONS LTD.**

**Per:**

**“Ted Henderson”**

**Ted Henderson,  
Director and President**

## SCHEDULE "A"

### E-XACT SOFTWARE SELECTED BY DELL CANADA FOR ORDER PROCESSING

#### E-xact Grants Dell Ventures Right to Acquire Shares

**Lakewood, CO**, August 9, 2000 – E-xact Transactions Ltd. (CDNX: EXZ.U) announced today that Dell will integrate E-xact's transaction processing services into its Canadian order management system. E-xact also announced that it had agreed, subject to regulatory approval, to issue Dell Ventures, L.P., a warrant to purchase up to approximately 500,000 common shares of E-xact exercisable at \$2.25 per share for a period of two years. If fully exercised, the warrants will provide Dell with a five per cent interest in E-xact's fully diluted common stock.

"We are pleased to be working with another Internet business leader. Dell's selection validates the robustness and flexibility of our real-time payment services," said Ted Henderson, President and CEO of E-xact Transactions. "At E-xact, we thoroughly understand the importance of providing customers with a quick, safe shopping experience through a call center or Web site, and applying this expertise as seamlessly as possible for our clients."

Dell's use of E-xact's real-time services will help integrate its call centers and customer service with its order fulfillment systems. In addition to its advanced transaction processing capability, E-xact's software will also provide Dell with browser-based back-office reports. E-xact specializes in information capture and browser-based, real-time reporting so that sales data can be analyzed in a variety of ways. These reports can track sales and promotional activity along with call center performance to facilitate decisions on targeted promotions and staff allocation. E-xact's services also have the capability to process transactions in multiple currencies across sales channels and efficiently support cash management activities according to Dell's directives.

#### **About Dell Canada**

Headquartered in Toronto, Ontario, Dell Canada is a wholly owned subsidiary of Dell Computer Corporation. According to IDC Canada, in the first quarter 2000 Dell Canada ranked No. 1 in overall Canadian PC shipments as well as in the desktop and personal workstation markets and ranked No. 3 in the notebook and PC server markets. Dell Canada has 460 employees and offices in Halifax, Montreal, Ottawa, Toronto and Vancouver. Information on Dell Canada and its products can be obtained on the World Wide Web at [www.dell.ca](http://www.dell.ca).

#### **About E-xact Transactions Ltd.**

With customers throughout the U.S. and Canada, E-xact Transaction's popular online transaction software offers a robust e-commerce solution for companies selling goods and services in a variety of settings. Built with flexible architecture, E-xact's software can be easily integrated into a wide range of platforms. Included in this transaction processing solution is a suite of browser-based, value-added reporting modules that enable merchants to better analyze and manage their e-commerce business in real time. E-xact's transaction services, available on its website [www.e-xact.com](http://www.e-xact.com), can process all leading forms of credit card payments and is certified to process transactions with major banks in North America.

Founded in Vancouver in 1998, E-xact Transactions Ltd. re-domiciled to the state of Delaware in July of 1999 and established U.S. headquarters in Lakewood, CO in December of 1999. E-xact continues to operate its international office in Vancouver and its stock is currently traded on the Canadian Venture Exchange (CDNX: EXZ.U).

#### **Contacts:**

E-xact: Stephanie Fischer, Marketing Director, (303) 716-7090 x204, [sfischer@e-xact.com](mailto:sfischer@e-xact.com)

Dell Canada: Laura Kemp, Goodman Communications, (416) 924-9100, [laura@goodmanpr.com](mailto:laura@goodmanpr.com)