

Form 51-102F3
Material Change Report

PART 1 GENERAL INSTRUCTIONS AND INTERPRETATION

(a) Confidentiality

If this Report is filed on a confidential basis, state in block capitals "CONFIDENTIAL" at the beginning of the Report.

(b) Use of "Company"

Wherever this Form uses the word "company" the term includes other types of business organizations such as partnerships, trusts and other unincorporated business entities.

(c) Numbering and Headings

The numbering, headings and ordering of the items included in this Form are guidelines only. You do not need to include the headings or numbering or follow the order of items in this Form. Disclosure provided in response to any item need not be repeated elsewhere.

(d) Defined Terms

If a term is used but not defined in this Form, refer to Part 1 of National Instrument 51-102 and to National Instrument 14-101 *Definitions*. If a term is used in this Form and is defined in both the securities statute of a local jurisdiction and in National Instrument 51-102, refer to section 1.4 of Companion Policy 51-102CP.

(e) Plain Language

Write the Report so that readers are able to understand it. Consider both the level of detail provided and the language used in the document. Refer to the plain language principles listed in section 1.5 of Companion Policy 51-102CP. If you use technical terms, explain them in a clear and concise manner.

PART 2 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

E-xact Transactions (Canada) Ltd.
Suite 400 – 1152 Mainland St.
Vancouver, BC. V6B 4X2
Canada

Item 2 Date of Material Change

June 25, 2010

Item 3 News Release

June 28, 2010

Sent to SEDAR, Stockwatch, Baystreet News and InfoMine

Item 4 Summary of Material Change

The Company has signed a letter of intent dated June 23, 2010 regarding a proposed merger of E-xact and Datadirect Holdings Ltd., (“Datadirect”), a private US company owned by two directors of E-xact. In consideration of the merger Datadirect will purchase all of the issued shares of the Company.

Item 5 Full Description of Material Change

The Company has signed a letter of intent dated June 23, 2010 regarding a proposed merger of E-xact and Datadirect Holdings Ltd., (“Datadirect”), a private US company owned by two directors of E-xact: Brian Archer and Peter Fahlman.

In consideration of the merger, Datadirect will pay for each outstanding E-xact share:

1. **Either** CDN \$.40 per share with an immediate cash payment of \$.15 per share plus a vendor take back note in the principal amount of CND \$0.25 per share payable in cash over five years with interest at 8% per annum, in equal blended consecutive annual payments, subject to the right of prepayment at any time without notice or bonus;
2. **Or** a stockholder can elect to receive an immediate cash payment of CDN \$0.28 per share.

Those stockholders who make no election will be paid CDN \$0.28 per share.

There are **11,108,667** shares issued and outstanding. The merger is subject to approval of a formal agreement by: (i) E-xact stockholders at a special general meeting, representing 50% plus 1 of the issued and outstanding shares which is 5,554,334 shares; (ii) the TSX and regulatory approval Stockholders will be sent a special general meeting circular providing the details of the proposed merger. The circular will also include an independent Fairness Opinion. The date and location of the special general meeting will be announced later.

For additional information, please contact the Special Committee of E-xact at the following email address: mergerinfo@e-xact.com.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Peter Fahlman , Chief Executive Officer 604.691.1670 ext.672

Item 9 Date of Report June 28, 2010