

AITCHISON CAPITAL INC.
MATERIAL CHANGE REPORT

Section 67 of the Securities Act (British Columbia)

1. **Reporting Issuer**

Aitchison Capital Inc.
6891 MacPherson Avenue
Burnaby, B.C.
V5J 4N2

2. **Date of Material Change**

September 12, 2000

3. **Press Release**

A press release was issued in Vancouver, British Columbia on September 12, 2000 and is attached hereto as Schedule "A".

4. **Summary of Material Change**

Aitchison Capital Inc. announced that signed a formal letter of intent to acquire all of the issued and outstanding shares of Click On World Network Inc.

5. **Full Description of Material Change**

Vancouver, BC. Aitchison Capital Inc. (the "Company") (CDNX-AIH) announces that it has signed a formal Letter of Intent to acquire all of the issued and outstanding shares of Click On World Network Inc. (COWN), a BC company. A definite agreement is expected to be signed by October 10, 2000.

COWN is positioning itself as the first truly global geographic business-to-business directory on the Internet. COWN differentiates itself from word-based search engines by offering a market specific industry and/or geographic based business directory through its Website www.clickonbiz.com and sub directory networks. The Website network (which includes over 170 URL's) provides businesses with the ability to have their company profile information, including, Website and email addresses, to be displayed to a large mass of Internet business users. COWN also provides keyword searching, full text Website indexing, Website hosting, Website construction and E-commerce Solutions and a host of other value added services that are required by companies to enhance their Internet presence.

The Company intends to issue the shareholders of Click On 3,000,000 common shares, 2,500,000 of which will be deposited in escrow and released in accordance with the policies of the Canadian Venture Exchange (the "CDNX"). Upon completion of the transactions, the Company proposes to change its name to a name that better reflects the company's business depending on shareholder and regulatory approval.

The Letter of Intent further contemplates the Company proceeding with an initial financing to raise \$400,000 at \$0.60 per unit, each unit comprising one share and one warrant at \$0.90 per share. This will be followed by an offering upon completion of the qualifying transaction of special units consisting of one common share and one half non-transferable share purchase warrant to raise \$1,000,000. Each warrant of the Company will be exercisable for a 12 month period following completion of the issuance at \$1.10 per share. These funds will be used for marketing and further development of COWN's business plan.

The completion of the transaction is subject to a number of conditions including the completion of an independent assessment of COWN, approval of the "majority of the minority" of shareholders of the company and regulatory acceptance by the CDNX. The Company is a "Capital Pool Company" and this proposed transaction is the "Qualifying Transaction" under the policies of the CDNX. There is no assurance that the transaction will be completed as proposed or at all.

COWN's management team, which consists of Stephen Carmichael, President and two additional Directors, will be nominated for election, replacing two existing Aitchison Directors.

Options to purchase 800,000 shares will be granted to Directors, officers and employees, subject to shareholder and regulatory approval.

Aitchison Capital Inc. is a capital pool company trading on the Canadian Venture Exchange.

6. **Confidentiality**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Senior Officers**

For further information please contact Mr. Rashid Aziz, President,
Tel: (604) 220-9948.

9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia this 12th day of September, 2000

“Signed” *Rashid A. Aziz*
President

SCHEDULE A

AITCHISON CAPITAL INC.

6891 MacPherson Avenue

Burnaby, BC V5J 4N2

Tel (604) 220-9948

Fax (604) 739-3847

September 12, 2000

FOR IMMEDIATE RELEASE

TRADING SYMBOL: (CDNX: AIH)

AITCHISON SIGNS LETTER OF INTENT

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For further information please contact Rashid A. Aziz at (604) 220-9948 or by email at raziz@direct.ca

AITCHISON CAPITAL INC.

"Signed" Rashid A. Aziz
President

The Canadian Venture Exchange nor any other regulatory body has reviewed and therefore does not accept responsibility for the adequacy or accuracy of this release.