

FORM 27

SECURITIES ACT

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

ITEM 1 Reporting Issuer

A.C. Global Capital Corp.
(the "Company")
Suite 600-595 Hornby Street
Vancouver, B.C. V6C 1A4

ITEM 2 Date of Material Change

June 2, 2000

ITEM 3 Press Release

June 2, 2000
Vancouver, British Columbia

ITEM 4 Summary of Material Change

The Company announces that it has entered into a share purchase agreement dated May 29, 2000 with Blue Shift Software, Inc ("Blue Shift"), a private British Columbia company, to acquire 10,000,000 shares of Blue Shift, being all of the issued and outstanding shares in the capital of Blue Shift. If the transaction completes, it will result in a Reverse Take-over of the Company.

This transaction is subject to regulatory and shareholder approval.

ITEM 5 Full Description of Material Change

See attached Schedule "A"

ITEM 6 Reliance on Section 85(2) of the Act

N/A

ITEM 7 Omitted Information

N/A

ITEM 8 Senior Officers

David Stadnyk, President, CEO and Director

ITEM 9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia this _____ day of June, 2000.

“David Stadnyk”
David Stadnyk,
President, CEO and Director

SCHEDULE "A"

A.C. Global Capital Corp.

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A.C. Global Announces Acquisition

Vancouver, B.C. (June 2, 2000) -- (CDNX-ACG). A.C. Global Capital Corp. (the "Company") wishes to announce that it has entered into a share purchase agreement dated May 29, 2000 with Blue Shift Software Inc. ("Blue Shift"), a private British Columbia company, to acquire 10,000,000 shares of Blue Shift being all the issued and outstanding shares in the capital of Blue Shift. If the transaction completes, it will result in a Reverse Take-over of the Company. Trading in the Company's shares has been halted and will remain halted until the Canadian Venture Exchange Inc. ("CDNX") approves the documentation to be filed under its policy in respect of a Reverse Take-over.

Blue Shift is a private British Columbia company incorporated in 1998. Blue Shift is an information technology company that has developed colour and monochrome imaging software systems geared towards the worldwide ophthalmology market. The Blue Shift REKALL Image Software product line, used in conjunction with a retinal camera captures, displays and archives digital colour images of the retina. It is used by optometrists, ophthalmologists, MD's and diabetic care professionals in the early detection of diabetes, high blood pressure, glaucoma and other eye diseases, as well as assisting in the diagnosis of trauma such as retinal detachments. The REKALL Image Software also provides high quality imaging for the front of the eye (cornea and lens) used in conjunction with slitlamps, an instrument that is found in every optician, optometrist, laser and hospital clinic. Blue Shift's second product line, the REKALL 2000 imaging system provides high quality digital imaging for dye-injection retinal angiography procedures that provide valuable information on retinal blood flow and health. These specialist imaging procedures are performed regularly by ophthalmologists for the diagnosis and treatment planning of diabetic and other eye diseases including macular degeneration. Standalone and networked versions of the REKALL software systems are available including telemedicine capabilities.

The principals of Blue Shift include Sue Frost as Chief Executive Officer and Director, and Robin Frost as Chief Technology Officer and Director. Robin and Sue Frost have successfully directed software companies in Europe for a number of years and have brought this experience to Blue Shift. In addition to understanding the market sector, Robin and Sue have established a user-base in ophthalmology with more than 100 sites in hospitals, clinics and optometrists in Europe and Japan.

Following software development activities in Canada, in September 1999 Blue Shift launched their new REKALL imaging software products to the North American market at International Vision Expo in Las Vegas, Nevada and opened a virtual office in San Jose, California. Blue Shift has partnered with Canon USA Inc. as reseller of their retinal cameras in Canada so that complete imaging solutions may be sold to Canadian customers. A first strategic North American customer is McGill University, Royal Victoria Hospital which has selected Blue Shift's REKALL software for its networked diabetic screening telemedicine project.

Blue Shift's immediate focus is on introducing its products to the North American market, which consists of 33,000 optometrists, 22,000 ophthalmologists, 10,000 diabetic care centres, 67,000 opticians and 2,000+ laser eye clinics. This market is valued at US\$3 billion. Blue Shift initially will market and sell their products and services directly to customers in Canada and will work with marketing/sales partners for the US market. There is demand for Blue Shift's products in Europe and Australasia and the company will develop these markets through strategic marketing partners.

Blue Shift is unique in this market as an IT-focussed company providing customers with the highest image quality, image management and telemedicine capabilities backed up by a high level of software and support expertise.

For more information about Blue Shift contact Sue Frost (801-5085) or Adrian R.T. Beeston (681- 5521) at Fusion Ventures Inc. ("Fusion"). Fusion is a private British Columbia venture catalyst company which assists in launching young technology companies.

Principals of the Resulting Issuer

Robin Frost, 42 (Chief Technical Officer, Secretary and Director) Robin has been writing software in the field of graphics since 1982. He has written all the software in the REKALL line as well as designing and implementing the interface to various medical instruments including the use of digital and video cameras. Robin is the CTO of Blue Shift and as such he will oversee the overall software development and support strategy. Robin graduated with First Class Honours from London University (UK) in Physics with Electronics, followed by doctoral studies in Astrophysics.

Sue Frost, 45 (President and Director) Sue has been involved in the management of software firms since 1986. Since her arrival in Canada, she has been directly involved in the market research of the North American market as well as being responsible for the initial supply and business contacts that have resulted in Blue Shift's sales success. Her current responsibilities include directing the sales and marketing activities, working with strategic partners and overseeing general office administration. Her education in the UK equates to a Canadian BA in Law.

David Stadnyk, 37 (Director) is the President and Chief Executive Officer and a director of the Company. Mr. Stadnyk is a graduate of the Department of Education at the University of British Columbia. Mr. Stadnyk was a stockbroker with Yorkton Securities Inc., Midland Walwyn Capital Inc. and Georgia Pacific Securities Corp. Mr. Stadnyk has been involved in raising

capital for publicly traded companies. Mr. Stadnyk's past involvement in companies has been as follows: President and Director of Goanna Resources Inc. from 1997-1998; President and Director of Alexander News International from 1994-1997; Director of Westmount Resources Ltd. (formerly Manus Industries Inc. and Consolidated Manus Industries Inc.) from 1992-1996; and Director and Corporate Secretary of Praxis Pharmaceuticals Inc., a publicly trading company on the OTC-EBB from August 1997 to the present.

Mary Collins, 59 (Director) is a director of the Company. Ms. Collins is President of her own consulting company, Amarok Holdings Ltd. where she provides services in the fields of issues management, strategic planning, policy development, and corporate governance. Ms. Collins has spent her career in both the public and private sectors including nine (9) years (from 1984-93) as an elected Member of Parliament and five (5) as a Cabinet Minister in the federal government, where she held the positions as Associate Minister of National Defence, Minister for the Status of Women, Minister of Western Economic Diversification, Minister of State for the Environment and Minister of Health and Seniors. From 1994-1997 Ms. Collins was President of the BC Health Association and Board Chair of the two subsidiary companies, BC Health Services Ltd. and BC Infohealth Ltd. Earlier in Ms. Collin's career, she worked for a number of years in the oil and gas and mining sectors in Canada's north where she focussed on industry/government relations, environmental and social/economic impacts of resource development. Ms. Collins also worked for the Government of Ontario for a number of years including a period as the first woman to serve as an Executive Officer to the Cabinet. Ms. Collins currently serves on a number of Boards including Canadian Blood Services where she is the Chair of the Finance and Audit Committee. Ms. Collins is the Vice Chair of the Frost Health Care Foundation and is the Secretary Treasurer of the Vancouver Board of Trade and Chair of the Economic Development Committee. Ms. Collins also serves as Chair of the Vancouver Public Library Board, a Director of Vancouver Community College, of Queen's University and of a director of the Women Business Owners of Canada until December, 1999.

Robert F. Smart, 49 (Chief Executive Officer and Director) is the Corporate Secretary, Chief Financial Officer and a director of the Company. Mr. Smart is currently a partner of Radford & Smart, a management consultant company. Mr. Smart has the following past involvement in private companies: Executive Vice-President and Director of Bargain Castle International Discount Centres Inc. from June, 1998 to January, 1999, a retail and wholesale goods liquidation centre; President of Webcastsystems Inc. from December, 1997 to June, 1998, a software design company; President of Action View Advertising Ltd. from October, 1996 to December, 1997, an outdoor advertising media company; Vice-President Corporate Development of Imperial Ginseng Products Ltd. from October, 1994 to October, 1996, a Ginseng producer and marketer.

Paul Radford, 60 (Chief Financial Officer and Director) has over 30 years of executive financial management experience, 27 years of which were spent with The Jim Pattison Group, the largest individually owned private corporation in Canada. Paul's roles with The Jim Pattison Group included Vice President, Finance and Administration for The Jim Pattison Sign Group, the largest electrical sign company in the world, and President of Great Pacific Capital Ltd., an organization involved in offshore investments and insurance. Mr. Radford is a graduate of the Faculty of Commerce at the University of British Columbia and a Chartered Accountant. He is

currently a partner of Radford & Smart, a management consulting organization and a member of the Institute of Chartered Accountants of B.C., and the Financial Executives Institute Canada.

Greg Belzberg, 30 (Director) is a director of the Company. Mr. Belzberg is a graduate of the Business Department at Georgetown University in Washington, DC with a major in marketing. Mr. Belzberg is currently a businessman working in the investment banking industry. Mr. Belzberg has several private management companies and is the President of Bar-None Enterprises Ltd. and Bel Cap Investments Ltd. Mr. Belzberg's past involvement in companies has been as follows: Director, Regia Resources Ltd. from January 1996 to September, 1996.

The proposed terms of the acquisition are as follows:

- 1) the Company proposes to issue 10,000,000 common shares to acquire 100% of Blue Shift from the following sellers: Susan Frost, resident of British Columbia; Robin Frost, resident of British Columbia; Paul Radford, resident of British Columbia; Fusion Ventures Inc., a private British Columbia company operated by its President, Adrian R.T. Beeston; Pauline Richards, resident of British Columbia; and Patricia Ann Lariviere and James Francis Lariviere, Jointly, both residents of British Columbia.
- 2) the Company and Blue Shift have agreed that in order for the acquisition to complete, Blue Shift will have raised a minimum of \$500,000 by way of an equity private placement by July 29, 2000.
- 3) If the acquisition is completed, the board of directors of the Company will consist of David Stadnyk, Robert Smart, Greg Belzberg, Mary Collins, Paul Radford, Robin Frost and Susan Frost.
- 4) Upon execution of the agreement, a non-refundable \$25,000 will be paid to Blue Shift for working capital. An additional refundable amount of \$75,000 will be paid to Blue Shift upon the completion of the minimum \$500,000 equity private placement.

The shares issued pursuant to the acquisition may be subject to any escrow restrictions required by the CDNX.

Completion of the transaction is subject to a number of conditions, including but not limited to, Canadian Venture Exchange acceptance and majority of the minority shareholder approval. The transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all. Presently, the Company has not retained the services of a Sponsor.

Investors are cautioned that, except as disclosed in the management information circular to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a venture capital pool company should be considered highly speculative.

Closing of the transactions is subject to the approval of the CDNX, the Company shareholders, and conclusion of satisfactory due diligence by the Company.

Further announcements will be made as and when appropriate.

On behalf of the Board of
A.C. GLOBAL CAPITAL CORP.

“David Stadnyk”

David Stadnyk
President, Chief Executive Officer and Director