

PEACHTREE NETWORK INC.

Material Change Report

Under Section 85(1) of the *Securities Act* (British Columbia) and the corresponding provisions of the *Securities Acts* of Alberta, Saskatchewan, Ontario and Quebec

1. **Reporting Issuer:**

Peachtree Network Inc. (the "Corporation")
Suite 201 – 1628 Sherbrooke Street West
Montreal, Quebec H3H 1C9

2. **Date of Material Change:**

September 20, 2000.

3. **Press Release:**

A press release of the Corporation was disseminated on September 20, 2000 from Montreal, Quebec by the Corporation.

4. **Summary of Material Change:**

See attached press release.

5. **Full Description of Material Change:**

See attached press release.

6. **Reliance on Confidentiality provisions under relevant Securities legislation:**

Not applicable.

7. **Omitted Information:**

Not applicable.

8. **Senior Officer:**

Any enquiries with respect to the transactions described in this material change report should be made to Clive Hooton, Chief Financial Officer at (514) 934-1444.

9. **Statement of Senior Officer:**

The foregoing accurately discloses the material change referred to herein.

DATED at Montreal, Quebec, this 20th day of September, 2000.

“Clive Hooton”
Clive Hooton
Chief Financial Officer

For Immediate Release

**PEACHTREE NETWORK INC. TO ACQUIRE ONLINE
GROCERY SERVICE PROVIDER MYBUTLER.COM**

Peachtree Network bolsters leadership position in online grocery service industry

MONTREAL, Canada – September 20, 2000 – Peachtree Network Inc. (CDNX: PCH) announced today it has entered into a letter of intent with the shareholders of myButler.com Inc., under which Peachtree Network will acquire 100% of myButler.com shares in exchange for Peachtree Network common shares. myButler.com, a U.S. based online grocery services provider, specializes in serving bricks-and-mortar grocers with e-commerce and order fulfillment and logistics technologies. The acquisition, which has been unanimously approved by the boards of directors of both companies, enhances Peachtree Network's leading market share position in the online grocery services industry. With the acquisition of myButler.com, Peachtree Network gains entry into new markets and receives cutting-edge e-commerce and in-store order fulfillment technologies. These new U.S. markets constitute an expected addition of up to 400 new stores to the Peachtree Network. Through myButler.com's advanced European and Asian marketing activities, Peachtree Network is now poised to expand to other international markets.

myButler.com's e-commerce platforms and in-store order fulfillment technologies provide Peachtree Network with an enhanced suite of services for grocers and a distinct competitive advantage in serving regional grocery chains. myButler.com's technologies were used to develop the Sobey/IGA Cybermarche platform.

Louis Brouillet, President and CEO of myButler.com said: "We believe that existing grocery retailers are better positioned than pure-play e-tailers to provide value-added services to consumers. Through this deal, our grocers will receive enhanced marketing services including benefits of Peachtree Network's content affiliations with companies such as the New England Culinary Institute." With Peachtree Network's acquisition of myButler.com, Mr. Brouillet will join the senior management team of Peachtree Network and will join the company's board of directors.

Gregory Kalinin, Peachtree Network CEO, stated: "This is a clear signal to the market that we intend to lead the online grocery services industry. Our acquisition of myButler.com fuels our market share growth and propels the combined company significantly ahead of what either company would have accomplished individually. It allows us to improve upon the services we offer to grocers, providing an end-to-end IT infrastructure and application solution that can help grocers meet their business objectives and effectively compete with pure-play online grocers such as Webvan." Mr. Kalinin asserts, "Grocers are capitalizing on e-commerce opportunities. We have the tools for success they seek. From e-commerce, to back-end fulfillment, to solutions that drive traffic into the store, this acquisition enhances our ability to deliver."

Under the terms of the transaction, Peachtree Network will acquire all of myButler.com's outstanding common shares for 11,850,000 common shares of Peachtree Network. With Peachtree Network's closing stock price on September 19, 2000 of \$1.11, the total transaction value is approximately \$13.2-million CDN.

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After giving effect to the acquisition of myButler.com, Peachtree Network will have 26,576,000 common shares outstanding (28,169,000 fully diluted) and approximately 50 employees in its Montreal, Atlanta and San Francisco offices. The acquisition is scheduled to close by October 2000 and is subject to customary closing conditions, including due diligence, definitive agreements, regulatory approval and financing. Mercury Partners & Company Inc. acted as financial advisor to Peachtree Network in relation to the intended acquisition.

About Peachtree Network

Peachtree Network is the leading provider of online grocery shopping services for grocers and grocery chains. Working with a network of grocers in 16 markets in the United States and Canada, Peachtree Network empowers grocers with the tools to have profitable online offerings. Peachtree Network also provides food lovers with the most comprehensive online food shopping portal, including grocery shopping, gourmet and specialty items, recipes, nutrition information, an “Ask the Dietitian” forum, and other features.

About myButler.com

myButler.com is an established leader in e-commerce solutions, offering grocery retailers a fully-supported, turnkey Internet service. myButler.com’s food portal is a one-stop site offering the consumer interesting food content and the convenience of a user friendly interface to shop for groceries using your favorite grocer.

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There will be a Canadian Business Report interview beginning at 5:06 p.m. EST on Thursday, September 21 to discuss Peachtree Network's proposed acquisition of myButler.com Inc. The interview can be heard online at www.newswire.ca/cbr. A replay of the interview will be archived at this site for three months as well as at the Peachtree Network site at www.PeachtreeNetwork.com/investors.

For more information, please contact:

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The Canadian Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.