

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:**

October 31, 2000.

3. **Press Release:**

A press release of the Corporation was disseminated on October 31, 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:**

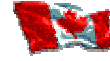
The foregoing accurately discloses the material change referred to herein.

DATED at Montreal, Quebec, this 31st day of October, 2000.

“Clive Hooton”
Clive Hooton
Chief Financial Officer



Canada NewsWire



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Attention Business Editors:

Peachtree Network Signs Definitive Agreements to Acquire myButler.com

Marriage of two veterans in the online grocery services industry

MONTREAL, Oct. 31 /CNW/ - Peachtree Network Inc. (CDNX: PCH) is pleased to announce it has entered into definitive share purchase agreements with shareholder of myButler.com Inc. ("myButler"). Shareholders representing in excess of 95% of myButler's common shares have already been tendered and Peachtree anticipates the imminent acquisition of the remaining issued and outstanding shares. The acquisition marries two experienced players in the online grocery services industry.

Upon the completion of the acquisition, Peachtree becomes a dominant competitor in the online grocery service industry in the United States with its leading in-store fulfillment technology. The Company's primary target market are regional grocery chains which according to the Food Marketing Report Annual Review represent approximately 41% of the U.S. retail grocery's USD\$499 billion revenues. Peachtree will have 50 full-time employees in Montreal, San Francisco and Atlanta and has contracts to bring online an expected 400 grocery stores in New Jersey, Louisiana, Colorado and Washington State.

The acquisition of myButler provides Peachtree with a comprehensive suite of industry-leading, end-to-end solutions to enable grocers to provide Internet shopping services to their customers. While Peachtree currently specializes in online grocery applications and online marketing tools, it plans to grow its share of the overall grocery retailers' IT spending. Peachtree will increasingly become a single source for grocery retailers' IT solutions.

The acquisition is subject to customary conditions, including regulatory approval and financing.

ABOUT PEACHTREE NETWORK

Peachtree, a leading e-commerce service provider for the brick and mortar grocery industry, offers a turnkey technology solutions needed to establish and manage a profitable online sales channel to grocery retailers. Working with a network of grocers in 18 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 a 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 is an established leader in e-commerce solutions, offering grocery retailers a fully-supported, turnkey Internet service. MyButler specializes in developing transactional Web sites and provides grocers with the tools to have profitable online offerings and has offices in San Francisco and Montreal.

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

-30-

For further information: Gregory Kalinin, Chief Executive Officer, Peachtree Network Inc., (514) 934-1444, ext. 202, gkalinin@PeachtreeNetwork.com; Barbara Efthymiadis, Investor Relations, (416) 979-8300, ext. 242, investors@PeachtreeNetwork.com; Louis Brouillet, Chief Executive Officer, myButler.com Inc., (514) 868-0874, ext. 269, louis.brouillet@myButler.com; Lisa Marchitto, High Road Communications, (416) 368-8348, ext. 261, lmarchitto@highroad.com; visit us online at www.peachtreetwork.com/investors