

MATERIAL CHANGE REPORT

ITEM 1 Reporting Issuer:

Brainhunter Inc. ("Brainhunter") or ("Company")
700-2 Sheppard Avenue East, Toronto, ON, M2N 5Y7

ITEM 2 Date of Material Change:

December 28, 2005

ITEM 3 Publication of the Material Change:

A press release was issued December 28, 2005, at Toronto, Ontario through CCN Matthews

ITEM 4 Summary of Material Change:

Brainhunter will delay the issue of its September 30, 2005 annual financial statements.

ITEM 5 Full Description of Material Change:

The delay results from the workload arising from the acquisitions of AJJA Information Technology Consultants Inc. on October 11, 2005 and iGate Mastech Limited on November 16, 2005, as well as the related audits necessary to file Business Acquisition Reports pursuant to regulatory requirements for these acquisitions. Each acquisition increased Brainhunter's revenue by greater than 20%, thus necessitating the additional audits. The additional work requirements caused by the acquisitions combined with recent regulatory changes requiring the filing of audited annual financials within 90 days, as opposed to 140 days in previous years and the fewer work days due to Christmas holidays, necessitated the delay.

Pending the filing of its annual financial statements, Brainhunter intends to satisfy the Alternative Information Guidelines recommended by the Ontario Securities Commission. It is expected that the Ontario Securities Commission and other Canadian securities regulators may, in light of the delay in filing such financial statements, impose a cease trade order related to the Company securities against some or all persons who have been directors, officers or insiders of the Company. Such a management and insider cease trade order would generally not affect the ability of persons who have not been directors, officers or insiders of the Company to trade in their securities.

The Company anticipates that it will finalize the audits for Brainhunter and the two acquisitions and release its annual results on or before January 20, 2006.

The Company acknowledges that the Ontario Securities Commission may impose an issuer cease trade order if the Company does not file its annual financial statements by March 1, 2006, that is within two months of the December 29, 2005 filing deadline.

ITEM 6 Confidential Information:

No information related to this Material Change announcement is considered confidential.

ITEM 7 Omitted Information:

No significant facts have been omitted from this report.

ITEM 8

Senior Officers:

John McKimm, Chairman and CEO
700-2 Sheppard Avenue East, Toronto, ON, M2N 5Y7
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Robert Prentice, CFO
700-2 Sheppard Avenue East, Toronto, ON, M2N 5Y7
Telephone: (416) 225-9900 Extension 310

ITEM 9

Statement of Senior Officer:

“The foregoing accurately discloses the material change referred to in this report.”

DATED at Toronto, Ontario, on the 28th day of December, 2005.

BRAINHUNTER INC.

Per:

(Signed)


Robert Prentice, Chief Financial Officer

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