

**EarlyRain Inc. (formerly Yes I.C. Technologies Inc.)
Suite 2600, 605 - Fifth Avenue S.W.
Calgary, Alberta
T2P 3H5**

ALBERTA SECURITIES COMMISSION

19th Floor
10025 Jasper Avenue
Edmonton, Alberta T5K 3Z5

Attention: Executive Director

**SASKATCHEWAN SECURITIES
COMMISSION**

Suite 800
1920 Brad Street
Regina, Saskatchewan S4P 3V9

Attention: Executive Director

**BRITISH COLUMBIA SECURITIES
COMMISSION**

1100-865 Hornby Street
Vancouver, British Columbia V6Z 2H4

Attention: Executive Director

Dear Sirs:

**Re: EARLYRAIN INC. (FORMERLY YES I.C. TECHNOLOGIES INC.) (THE
“CORPORATION”) MATERIAL CHANGE REPORT UNDER SECTION 118 OF
THE *SECURITIES ACT* (ALBERTA), SECTION 85 OF THE *SECURITIES ACT*
(BRITISH COLUMBIA) AND SECTION 84 OF THE *SECURITIES ACT*
(SASKATCHEWAN)**

This letter is intended as a statement setting for certain matters that may be a material change in the affairs of EarlyRain Inc. (Formerly Yes I.C. Technologies Inc.) (the “Corporation”). For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act* (Alberta), Form 27 of the *Securities Act* (British Columbia) and Form 25 of the *Securities Act* (Saskatchewan). Concurrent with this filing, this letter is being filed with The Canadian Venture Exchange, being the only Exchange on which the Corporation's shares are currently listed.

Item 1 - Reporting Issuer

**EarlyRain Inc. (formerly Yes I.C. Technologies Inc.)
Suite 2600, 605 - Fifth Avenue S.W.
Calgary, Alberta
T2P 3H5**

Telephone: (403) 517-3300

Item 2 - Date of Material Change

The material change occurred on or about February 7, 2001

Item 3 - Publication of Material Change

The Press Release was issued on or about February 7, 2001.

Item 4 - Summary of Material Change

EarlyRain Inc. announces the first implementation of its smart card-based loyalty program, Affia. The program is being offered to Edmonton area merchants through the Edmonton Chamber of Commerce (ECC) in conjunction with Telus Advertising Services (TAS), and Affia media partners.

Item 5 - Full Description of Material Change

EarlyRain Inc. announces the first implementation of its smart card-based loyalty program, Affia. The program is being offered to Edmonton area merchants through the Edmonton Chamber of Commerce (ECC) in conjunction with Telus Advertising Services (TAS), and Affia media partners.

Led by the Edmonton Chamber of Commerce using proprietary advanced smart card technology developed by EarlyRain Inc., the Affia program opens up the opportunity for thousands of local merchants to compete head-on with major national and loyalty programs. The first-ever program delivers minimum 10 per cent discounts to customers with individual merchants capable of easily adding additional loyalty rewards and special offers.

EarlyRain has Canadian and U.S. rollout plans established to leverage the proprietary flexible technology architecture that is the backbone of the Affia program.

The program was launched February 7, 2001, coinciding with the early February distribution of the Telus phone books. Cardholder enrollment forms are included in each of the 320,000 phone books issued.

Item 6 -Reliance on Section 118(4) of the Securities Act (Alberta) or Section 85(2) of the Securities Act (British Columbia) -

Not applicable

Item 7 - Omitted Information

Not applicable.

Item 8 - Senior Officer

The name of the Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

Harold M. Walker
Chief Executive Officer
(403) 517-3300

Item 9 - Statement of Senior Officer

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

DATED at Calgary, Alberta, this February 9th, 2001.

EarlyRain Inc. (formerly Yes I.C. Technologies Inc.)

“Harold M. Walker”

Per: Harold M. Walker
Chief Executive Officer

cc: The Canadian Venture Exchange Inc.