**FORM 27**
**MATERIAL CHANGE REPORT UNDER**
**SECTION 118(1) OF THE SECURITIES ACT (ALBERTA); AND**

**BC FORM 53-901F**
**MATERIAL CHANGE REPORT UNDER**
**SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)**

**ITEM I Reporting Issuer:**

WWS Capital Inc.
c/o Suite 1930, 440 – 2nd Avenue S.W.
Calgary, Alberta T2P 5E9

**ITEM 2 Date of Material Change:**

June 13, 2001

**ITEM 3 News Release:**

Press Release dated June 13, 2001
Issued in Calgary, Alberta

**ITEM 4 Summary of Material Change:**

WWS Capital Inc. announced that its proposed qualifying transaction with Basis Applied Technologies Inc. will not proceed.

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

On June 13, 2001 in Calgary, Alberta, WWS Capital Inc. (CDNX:WCI) announced that its proposed qualifying transaction with Basis Applied Technologies Inc. will not proceed due to financing conditions to the transaction which WWS Capital believes cannot be met.

WWS Capital intends to propose another qualifying transaction as soon as possible.

**ITEM 6 Reliance on Section 118(2) of the Securities Act:**

N/A

**ITEM 7 Omitted Information:**

N/A

**ITEM 8 Senior Officers:**

James D. Wilson
President, CEO and Director of WWS Capital Inc.
Telephone #: (403) 290-1337 (ext. 23)

**ITEM 9 Statement of Senior Officer:**

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

Dated at Calgary, Alberta, this 21st day of June, 2001

WWS Capital Inc.

Per: (Signed) *"James D. Wilson"*
James D. Wilson
President, CEO and Director

IT IS AN OFFENCE UNDER THE SECURITIES ACT, THE SECURITIES REGULATION AND THE ALBERTA SECURITIES COMMISSION RULES FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURMSHED UNDER THE ACT OR THE REGULATIONS THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

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