FORM 27

**MATERIAL CHANGE REPORT UNDER SECTION 75(2)
OF THE SECURITIES ACT (ONTARIO)**

1. **Reporting Issuer**

   OnX Enterprise Solutions Inc. ("OnX")
   155 Commerce Valley Drive East
   Thornhill, ON L3T 7T2

2. **Date of Material Change**

   September 27, 2002

3. **Press Release**

   A press release with respect to the material change referred to in this report was issued on September 27, 2002.

4. **Summary of Material Change**

   OnX announced that all applicable securities regulatory approvals had been obtained for its previously announced rights offering to raise maximum gross proceeds of $1.2 million.

5. **Full Description of Material Change**

   OnX announced that all applicable securities regulatory approvals had been obtained for its previously announced rights offering to raise maximum gross proceeds of $1.2 million. Subject to final approval of the Toronto Stock Exchange (the "TSX"), each holder of OnX common shares of record on October 8, 2002 will receive one right for each common share held. Six rights plus $0.16 will entitle the holder to subscribe for one unit of OnX, each unit consisting of one OnX common share and one-half of one common share purchase warrant, up to the expiry of the rights at 5:00 p.m. on October 30, 2002. Each whole warrant will entitle the holder thereof to purchase one OnX common share until October 30, 2005 at an exercise price of $0.20 per share. The TSX has conditionally approved the posting of the rights for trading on the TSX and, subject to requisite filings, the rights will begin trading on the TSX on a "when issued" basis on October 4, 2002. Principal shareholders and members of senior management of OnX have committed to exercise and purchase up to 92% of the units pursuant to the rights offering.

Certificates evidencing the rights and a rights offering circular will be mailed to shareholders on or about October 9, 2002.

OnX will use the net proceeds of approximately $1.1 million to reduce the amount outstanding under its line of credit with its senior lender which will improve OnX's working capital position and strengthen its balance sheet.

6. **Reliance on Subsection 75(3) of the Securities Act (Ontario)**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Senior Officer**

For further information contact David W. Andrews, Chief Financial Officer at (905) 709-6838.

9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Thornhill, Ontario this 4th day of October, 2002.

"*David W. Andrews*"
David W. Andrews
Chief Financial Officer