This is the form of a material change report required under Section 85(1) of the Securities Act.

BC FORM 53-901F
(Formerly FORM 27)

BRITISH COLUMBIA SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

NOTE: Every report required to be filed under Section 85(1) of the Act shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure".

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL - SECTION 85", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL".

Item 1. Reporting Issuer

Intrinsic Capital Inc.
1260-609 Granville Street
Vancouver, B.C. V7Y 1G5

Item 2. Date of Material Change

March 19, 2003

Item 3. Press Release

A Press Release dated March 19, 2003 was disseminated via Canada Stockwatch and Market News. (see Schedule "A" attached)

Item 4. Summary of Material Change

The Company will not be proceeding with the proposed acquisition of VisionSphere Technologies Inc., which was previously announced by way of press release dated October 18, 2002.

Item 5. Full Description of Material Change

See Schedule "A" attached.

Item 6. Reliance on Section 85(2) of the Act

Not Applicable.

Item 7. **Omitted Information**

Not Applicable.

Item 8. **Senior Officers**

The following Senior Officer of the Company is available to answer questions regarding this report:

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, B.C., this 19th day of March, 2003.

INTRINSIC CAPITAL INC.
Per:

"Bill McCartney"

Bill McCartney, President

SCHEDULE A

March 19, 2003

Press Release

INTRINSIC CAPITAL INC. ***TSXV Symbol*: ICB**

1260-609 Granville Street

Vancouver, B.C. V7Y 1G5

Tel. (604) 687-0888 Fax. (604) 685-7485

The Company will not be proceeding with the qualifying transaction, which was announced by way of comprehensive press release dated October 18, 2002.

The Company is aggressively pursuing new opportunities.

ON BEHALF OF THE BOARD OF DIRECTORS

"Bill McCartney"

Bill McCartney, Director