PCNET INTERNATIONAL INC.
Suite 103, 1315 Esquimalt Road
Victoria, British Columbia, V9A 3P5

ALBERTA SECURITIES COMMISSION
MARKET SURVEILLANCE/CONTINUOUS DISCLOSURE
19th Floor, 10025 Jasper Avenue
Edmonton, Alberta T5K 3Z5
Attention: Executive Director

BRITISH COLUMBIA SECURITIES COMMISSION
MARKET SURVEILLANCE/CONTINUOUS DISCLOSURE
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia
V7Y 1L2
Attention: Executive Director

Dear Sir/Madam:

Re: PCNet International Inc. - Material Change Report under Section 118 of the *Securities Act* (Alberta) and Section 85 of the *Securities Act* (British Columbia)

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

Item 1 - Reporting Issuer

PCNet International Inc.
Suite 103, 1315 Esquimalt
Victoria, B.C., V9A 3P5

Item 2 - Date of Material Change

The material change occurred on or about April 6, 2001.

Item 3 - Publication of Material Change

The Press Release was issued on April 10, 2001.

Item 4 - Summary of Material Change

PCNet has concluded the acquisition of the assets of Andrew Barton Technical Services Ltd. (formerly Redshift Information Technology Inc.) ("Redshift") of Golden, British Columbia, an Internet service provider.

Item 5 - Full Description of Material Changes

PCNet has concluded the acquisition of the assets of Andrew Barton Technical Services Ltd. (formerly Redshift Information Technology Inc.) ("Redshift") of Golden, British Columbia, an Internet service provider. The acquisition of the assets of Redshift was an arm's length acquisition.

PCNet issued Common Shares and cash in exchange for the assets. The Common Shares issued are subject to a hold period for a period of 12 months from the date of issue, or March 28, 2002.

In conjunction with the closing, Andrew Barton has been granted options to acquire 15,000 Common Shares at an exercise price of $0.50. No securities were issued as bonuses, finder's fees or commissions in connection with the acquisition.

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:

Reed Sumida, President
(250) 382-8934

Item 9 - Statement of Senior Officer

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

DATED at Victoria, British Columbia, this 10th day of April, 2001.

PCNet International Inc.

Per: ***"Signed"***
Reed Sumida, President

cc: The Canadian Venture Exchange Inc.