MATERIAL CHANGE REPORT

UNDER

SECTION 118(1)(b) OF THE *SECURITIES ACT* (ALBERTA) AND SECTION 85(1)(b) OF THE *SECURITIES ACT* (BRITISH COLUMBIA)

Item 1. **Reporting Issuer**

NSTEIN TECHNOLOGIES INC.
75, Queen Street
Suite 4400
Montreal, Quebec H3C 2N6

Item 2. **Date of Material Change**

November 28, 2003

Item 3. **Press Release**

See attached copy of a press release disseminated through Canada News Wire Limited on November 28, 2003.

Item 4. **Summary of Material Change**

On November 28, 2003, Nstein Technologies inc. (the "Company") announced an investment of $2,000,000 by the Solidarity Fund QFL (the "Fund") in the share capital of the Company, on a private placement basis (the "Private Placement"), and the closing of a $2,250,000 secured loan facility with Bank of Montreal (the "Bank Loan"). Concurrently with these transactions, the Company entered into an agreement with La Financière du Québec providing for a partial guarantee of the Bank Loan (the "Guarantee") and the issuance of warrants by the Company to La Financière du Québec in consideration of the Guarantee.

Item 5. **Full Description of Material Change**

For a description of the Bank Loan and of the Guarantee, please refer to the attached press release.

The Private Placement constitutes a related party transaction for the purposes of Quebec Policy Statement Q-27 ("Q-27"), and as such, the following information is required:

Description. The Private Placement includes an investment of $2,000,000 by the Fund in the share capital of the Company (the "Investment"). The Investment consists of a purchase of 28,571,429 common shares of the Company at a price of $0.07 per share. As part of the Private Placement, the Fund also obtained equity warrants entitling the Fund to acquire 2,000,000 of treasury common shares of the Company at an exercise price of $0.10 per share (the "Equity Warrants"), representing, upon issuance of the underlying shares, an aggregate subscription price of $200,000. The Equity Warrants are exercisable for a period of five years.

Purpose and Business Reason. The proceeds of the Investment will, along with the initial disbursement of $1,000,000 under the Bank Loan, be used for commercialization of the Company's products.

Anticipated Effect. The proceeds of the Investment will be used to fund the commercialization of the Company's products, which will allow the Company to continue its growth.

Interested Party. The Fund held, prior to the closing of the Private Placement, 20,000,000 common shares, representing 19% of the total 104,267,165 issued and outstanding common shares of the Company. Following the closing of the Private Placement, the Fund now owns 37% of the total 132,838,594 issued and outstanding common shares of the Company, or 38% upon exercise of the Equity Warrants granted to the Fund in connection with the Private Placement.

Review and Approval Process. The entering into of the Private Placement has been unanimously approved and authorized by the board of directors of the Company. Considering the Company's need for financing to pursue its operations and that the Private Placement in favour of the Fund was made on the basis of a market price in compliance with the applicable criteria of the TSX Venture Exchange's policies, the Company considers that the transaction is fair, and necessary to ensure the future growth of the Company.

Agreement. A subscription agreement has been entered into between the Company and the Fund (the "Subscription Agreement"). The Subscription Agreement provides for the terms and conditions of the Investment, including the issuance of the Equity Warrants.

The Private Placement is exempt from the valuation and minority shareholder approval requirements of Q-27. At the date the transaction was agreed to, the amount of the Investment by the Fund did not exceed 25% of the Company's market capitalization.

Item 6. Reliance on provisions applying to confidential filing

N/A

Item 7. Omitted Information

N/A

Item 8. Senior Officer

Bruno Martel, Finance Director
Tel.: (514) 908-5406

Item 9. Statement of Senior Officer

The information contained in this material change report accurately discloses the material change referred to herein.

DATED at Montréal, Quebec this 3rd day of December 2003.

By: (signed) Bruno Martel
Bruno Martel, Finance Director

Press Release

For Immediate Release

Nstein announces the closing of $4.25 million financing

Montreal – Friday, November 28, 2003 – Nstein Technologies Inc. (TSX-V:EIN), the leader in software solutions for managing and retrieving unstructured information, announced today the closing of a previously announced $2 million private placement of common shares with the Solidarity Fund QFL and a $2.25 million secured loan facility with Bank of Montreal. Concurrently with these transactions, the Company entered into an agreement with La Financière du Québec providing for a partial guarantee of the bank loan. In consideration for the loan guarantee, Nstein granted to La Financière du Québec 2,649,429 equity warrants, each warrant entitling La Financière du Québec to acquire one common share of Nstein at a price of $0.13 per share. The equity warrants are exercisable for a period of five (5) years and may be exercised in whole or in part, at any time, before their expiry date. The bank loan and loan guarantee provide for an initial disbursement of $1 million, with subsequent disbursements up to the total amount of the loan to be made subject to certain conditions in favour of the lender and guarantor, including achievement by Nstein of certain financial milestones relating to its income and profits for the fiscal year ending December 31, 2004 and for each of the three month periods ending March 31, 2004 and June 30, 2004.

Following these transactions, Nstein will immediately have available $ 3 million that will be used for commercialization of the Company's products.

"As current investments in IT companies are rare, we can say that this financing is a clear signal: our business plan is solid and it stands out. The investment from Solidarity Fund QFL will lend added confidence to our customers and prospects in connection with the commercial activities of the Company" said Mr. Mario Girard, Nstein's Chairman of the Board and Chief Executive Officer.

As a result of these transactions, the Solidarity Fund QFL now owns 48,571,429 common shares of Nstein, representing 37% of the total 132.8 million of Nstein's issued and outstanding common shares, or 38% upon exercise of the 2,000,000 equity warrants granted to the Fund in connection with the private placement. In addition, upon exercise in full of the equity warrants granted to it in connection with the loan guarantee, La Financière du Québec will be entitled to acquire 2,649,429 of Nstein's common shares, representing 2% of Nstein's issued and outstanding common shares. In connection with the transactions, approximately 6.7 million equity warrants previously issued to the Fund have been cancelled. The common shares and warrants issued in connection with these transactions are subject to a 12 month hold period and certain restrictions on resale.

About Nstein Technologies inc.

Nstein Technologies develops and markets content management indexing software and solutions that solve mission-critical business problems. Nstein maximizes the value of its customer's information assets within the e-publishing, financial, legal, and homeland security services. Nstein's organization, navigation and retrieval software creates immediate and substantial ROI via significant new revenue streams, productivity and efficiency gains. Nstein is headquartered in Montreal, Canada with sales offices in

Boston, Philadelphia, San Francisco, Washington DC and New York. Nstein is a public company listed on the TSX Canadian Venture Exchange (EIN). For further information please visit www.nstein.com.

About Solidarity Fund QFL

The Solidarity Fund QFL, with net assets in excess of $4.6 billion in 2003, is an investment fund that makes use of Quebecers' savings, particularly through its RRSP, to help create and maintain jobs in companies and to contribute to the economic development of Québec. With over 550,000 shareholders, the Fund has helped create, maintain and protect over 90,000 jobs, either on its own or with other financial partners. (www.fondsftq.com).

* The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release.

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For more information:

Nstein Technologies Inc.:

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