SCHEDULE 51-102F3

MATERIAL CHANGE REPORT

1. Name and address of the Company

NSTEIN TECHNOLOGIES INC. (« Nstein »)
Cité Multimédia
75, rue Queen
Bureau 4400
Montréal (Québec)
H3C 2N6

2. Date of material change

March 27, 2006.

3. News release

No news release was issued in regards with this report.

4. Summary of material change

Nstein contracted a term loan in the capital amount of $ 400 000 from Fonds de solidarité des travailleurs du Québec (FTQ), a related party to Nstein.

5. Full description of material change

Nstein contracted a term loan in the capital amount of $ 400 000 from Fonds de solidarité des travailleurs du Québec (FTQ), a related party to Nstein.

The term loan shall bare interest at the rate of twenty per cent (20 %) per annum, calculated on a daily basis and compounded monthly. The principal of the term loan together with the related interests shall be repaid by Nstein in one installment, payable on October 13, 2007.

The term loan will be secured by a moveable hypothec without delivery on all moveable property, present and future, corporeal and incorporeal, used by Nstein within the operation of its business activities, such hypothec to rank immediately after the existing liens affecting the properties of Nstein.

The moneys received by Nstein under the term loan will be entirely affected to Nstein's working capital.

The term loan is in no way convertible into shares, convertible securities nor other securities of Nstein.

The proposed transaction may be deemed to constitute a related party transaction under Quebec Regulation Q-27 *Respecting Protection of Minority Shareholders in the Course of Certain Transactions* ("*Q-27*") and Ontario Securities Commission Rule 61-501 – *Insider bids, Issuer bids, Business combinations and Related party transactions* ("*Rule 61-501*"). Nstein is relying on the fair market value of the operation representing not more then twenty-five per cent (25 %) of market capitalization exemption from the formal valuation and minority approval requirements of Rule 61-501 and Q-27.

This material change report is issued by Nstein less then twenty-one (21) days prior to the closing of the operation, the discussions, negotiations and closing of the above-mentioned term loan having taken place on a very short period prior to closing.

6. Reliance of sub-section 7.1(2) or (3) of National Instrument 51-102F3

Not applicable.

7. Omitted information

Not applicable.

8. Executive officer

The senior officer who can answer questions regarding this report is Robert Barakett, Executive Vice-President& CFO of Nstein. Mr. Barakett can be reached at (514) 908-5406.

9. Date of report

April 3, 2006.

Nstein Technologies inc.

Per : ______________________

Robert Barakett
Executive Vice-President& CFO