

FORM 27

MATERIAL CHANGE REPORT

**Section 118(1) of the *Securities Act* (Alberta) and
Section 85(1) of the *Securities Act* (British Columbia)**

Item 1. Reporting Issuer:

The name and address of the reporting issuer is Envirotrain Capital Corp. (“Envirotrain”) with its principal and registered offices at 3300, 421 7th Ave. S.W., Calgary, AB, T2P 4K9.

Item 2. Date of Material Change:

The material change occurred on November 14, 2000.

Item 3. News Release:

A press release reporting the material change was issued November 22, 2000 through BCE Emergis.

Item 4. Summary of Material Change:

Envirotrain closes initial public offering.

Item 5. Full Description of Material Change:

Envirotrain Capital Corp. (the “Corporation”) announces that it has closed the initial public offering of 2.5 million of its common shares at \$0.20 per share. There are now a total of 4.0 million common shares in the Corporation outstanding.

As a Capital Pool Company established pursuant to CDNX Policy 2.4, the Corporation is required to execute a qualifying transaction that will see it merge with or acquire another business within the time period allotted in CDNX Policy 2.4.

As yet, the Corporation has not carried on any business and has identified only one potential investment that it wishes to evaluate with a view to acquisition. This potential acquisition, Railpower Technologies Inc. of North Vancouver, BC is subject to many considerations including a due diligence review of an Independent Committee of the Corporation’s board of

directors and no Agreement in Principle exists between Envirotrain Capital Corp. and Railpower Technologies Inc. The Corporation does not expect to reach an Agreement in Principle relating to a transaction with Railpower Technologies Inc. or its shareholders within the next month.

Should the due diligence review not prove out, or terms not be agreeable to both parties, or other events occur that preclude Railpower Technologies Inc. being a major transaction, the Corporation has assembled a board of directors capable of locating an alternate valuable opportunity by primarily investigating companies in the alternative fuel technology market.

The President & CEO of the Corporation is Frank W. Donnelly, President of Railpower Technologies Inc. and the CFO is Gerard Koldyk, Vice President and CFO of Railpower Technologies Inc. The board is rounded out by R. Nigel M. Horsley who is also a Vice President of General Hydrogen Corporation, Warren D. Dowd, President & CEO of First Capital Management Ltd. a private Alberta venture capital/ merchant bank and Mark Wayne, currently President of Unicus Funds Ltd. and prior thereto Vice President of Altamira Financial Services Ltd.

For more information regarding Envirotrain Capital Corp. please contact Gerard Koldyk at (604)988-7829.

Note: This material change report contains forward-looking statements about Envirotrain Capital Corp.'s plans based on the current expectations of management. Envirotrain Capital Corp. cautions investors that there are risks and uncertainties in relation to the successful execution of a qualifying transaction.

Item 6. Reliance on Section 118(2) 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:

Gerard Koldyk, Chief Financial Officer
(604) 988-8477.

Item 9. Statement of Senior Officer:

The foregoing accurately discloses the material change referred to herein.

DATED this 22nd day of November, 2000.

ENVIROTRAIN CAPITAL CORP.

By: “Gerard Koldyk”
Gerard Koldyk, Chief Financial Officer

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