MATERIAL CHANGE REPORT

SECURITIES ACT (ALBERTA) SECTION 118(1) FORM 27
SECURITIES ACT (BRITISH COLUMBIA) SECTION 67(1) FORM 27

1. **Reporting Issuer:**

   NTG Clarity Networks Inc. (formerly Clarity Telecom Networking Inc.)
   ("NTG Clarity" or the "Corporation")
   875, 401 - 9th Avenue SW
   Calgary, Alberta
   T2P 3C7

2. **Date of Material Change:**

   March 6 and March 7, 2001

3. **News Release**

   A press release disclosing the details outlined in this material change report, a copy of which is attached hereto as Schedule "A", was issued by the Corporation from Calgary, Alberta on March 7, 2001 and disseminated through the facilities of BCE Emergis.

4. **Summary of Material Change:**

   At the annual and special meeting of shareholders of the Corporation held on March 6, 2001, the shareholders of the Corporation approved the Corporation's qualifying transaction, which consists of the non-arm's length acquisition of all of the issued and outstanding common shares of NTG International Inc. ("NTG"). The Corporation subsequently closed its qualifying transaction on March 7, 2001. In consideration for the acquisition, the Corporation has issued 16,309,811 common shares to the shareholders of NTG at a deemed price of $1.00 per common share for a deemed aggregate acquisition value of $16,309,811. The shareholders of the Corporation also approved, among other things, a change of name for the Corporation from Clarity Telecom Networking Inc. to "NTG Clarity Networks Inc", which became effective March 6, 2001. As a result of the name change, the new trading symbol of the Corporation on the CDNX will be "NCI".

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

   On March 6, 2001, the Corporation received shareholder approval for its proposed qualifying transaction involving the non-arm's length acquisition of all of the issued and outstanding share capital of NTG, a private network company that provides a full range of consulting and outsourcing services to the telecommunications industry. The Corporation subsequently closed its qualifying transaction on March 7, 2001.

   In exchange for all of the issued and outstanding common shares of NTG, the Corporation issued 16,309,811 common shares at a deemed price of $1.00 per common share, representing a deemed acquisition value of $16,309,811. After giving effect to the acquisition of NTG, the Corporation has 18,359,811 common shares issued and outstanding.

   The shareholders of the Corporation also approved the change of the Corporation's name to "NTG Clarity Networks Inc.", which name change became effective March 6, 2001. In connection with the name change, the Corporation's trading symbol on the CDNX will be changed to "NCI".

   The shareholders also approved (i) the Corporation's stock option plan, pursuant to which 3,671,962 common shares of NTG Clarity are reserved for issuance pursuant to the grant of options to purchase the Corporation's common shares, and (ii) the issuance by NTG Clarity of options to purchase up to

1,296,500 common shares of NTG Clarity to all holders of options to purchase common shares of NTG in exchange for all of the outstanding options to purchase common shares of NTG, subject to the receipt of the final approval of the CDNX.

Final approval for the qualifying transaction is expected from the CDNX upon the Corporation submitting final documentation to the CDNX.

6. **Reliance on Confidentiality Provision:**

Not Applicable

7. **Omitted Information:**

Not Applicable

8. **Senior Officer:**

Essam Zaghloul
President and Chief Operating Officer
NTG Clarity Networks Inc.
875, 401 - 9th Avenue SW
Calgary, Alberta
T2P 3C7

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9. **Statement of Senior Officer:**

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

DATED the 7th day of March, 2001 at the City of Calgary, in the Province of Alberta.

NTG CLARITY NETWORKS INC.

(Signed) Essam Zaghloul
President and Chief Operating Officer

cc: The Canadian Venture Exchange Inc.

SCHEDULE "A"

MEDIA RELEASE

NTG CLARITY NETWORKS INC.
(formerly Clarity Telecom Networking Inc.)
ANNOUNCES APPROVAL AND CLOSING OF QUALIFYING TRANSACTION AND NAME CHANGE

Symbol: (CDNX: CTW) **March 7, 2001**

Calgary, March 7, 2001 - NTG Clarity Networks Inc. ("NTG Clarity" or the "Corporation") (formerly Clarity Telecom Networking Inc. ("Clarity")) announced today that it has received shareholder approval for and has closed its proposed qualifying transaction involving the non-arm's length acquisition of all of the issued and outstanding common shares of NTG International Inc.("NTG"), a private telecommunication engineering, networking and internet business solutions company (the details of the qualifying transaction were disclosed in a press release dated October 10, 2000). In exchange for acquiring all of the issued and outstanding common shares of NTG, Clarity issued 16,309,811 common shares at a deemed price of $1.00 per common share, representing a deemed acquisition value of $16,309,811. After giving effect to the acquisition of NTG, NTG Clarity has 18,359,811 common shares issued and outstanding.

The directors of the Corporation are also pleased to announce that the shareholders have approved the change of the Corporation's name to "NTG Clarity Networks Inc.", which name change became effective on March 6, 2001. As a result of the name change, the Corporation's trading symbol on the Canadian Venture Exchange Inc. ("CDNX") will be changed to "NCI" upon receipt of the required regulatory approvals.

The shareholders also approved (i) the Corporation's stock option plan, pursuant to which 3,671,962 common shares of NTG Clarity are reserved for issuance pursuant to the grant of options to purchase the Corporation's common shares, and (ii) the issuance by NTG Clarity of options to purchase up to 1,296,500 common shares of NTG Clarity to all holders of options to purchase common shares of NTG in exchange for all of the outstanding options to purchase common shares of NTG, subject to the receipt of the final approval of the CDNX. The approval of the grant of options to purchase 1,296,500 common shares of NTG Clarity represents an increase of 25,000 options from the 1,271,500 options contemplated to be approved in the Corporation's Notice of Annual and Special Meeting and Management Proxy Circular dated February 2, 2001.

Final approval of the qualifying transaction is expected from the CDNX upon the Corporation submitting final documentation to the CDNX.

NTG Clarity Networks Inc.

NTG Clarity is a network company that provides a full range of consulting and outsourcing services to the telecommunications industry. NTG Clarity has more than 200 network professionals focused on providing design, documentation and implementation expertise to some of the industry's leading network service providers. Detailed information on NTG Clarity can be found at www.ntgi.net and www.claritytelecom.ab.ca.

For further information, please contact:

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