Form 53-901.F
Material Change Report
Under Section 85(1) of the *Securities Act* (British Columbia)

Item 1 Reporting Issuer

Appareo Software Inc. (the "Company")
Suite 200 – 6400 Roberts Street
Burnaby, BC V5G 4C9

Item 2 Date Of Material Change

January 24, 2003

Item 3 Press Release

Please see attached..

Item 4 Summary Of Material Change

The Company has signed a letter of intent to purchase 100% of the issued and outstanding shares of CellStop International Limited from its major shareholders in consideration of an aggregate of 26,385,510 common shares of the Company.

Item 5 Full Description Of Material Change

The Company has entered into a letter of intent to purchase 100% of the issued and outstanding shares of CellStop International Limited ("CellStop") from its major shareholders, in consideration of an aggregate of 26,385,510 common shares of the Company (representing 62.5% of Appareo's post-transaction issued and outstanding shares) payable pro-rata to the shareholders of CellStop. CellStop is a privately held company in the business of automative security using sophisticated wireless GSM technology.

Item 6 Reliance On Section 85(2) Of The Act

This Material Change Report is filed on a confidential basis pursuant to section 85(2) of the Securities Act (British Columbia).

Item 7 Omitted Information

Not applicable.

Item 8 Director/Senior Officer

Contact: Stuart McNeill, Director, President and CEO
Telephone: (604) 473-2145

Item 9 Statement Of Senior Officer/Director

The foregoing accurately discloses the material change referred to herein.

APPAREO SOFTWARE INC.

Per: *"Stuart McNeill"*
Stuart McNeill, Director, President and CEO

DATED at Burnaby, British Columbia, this 25th day of July, 2003.