

PETERBOROUGH CAPITAL CORP.

4040E - 80th Avenue S.E.
Calgary, Alberta
T2C 2J7

VIA SEDAR

ALBERTA SECURITIES COMMISSION

19th Floor, 10025 Jasper Avenue
Edmonton, Alberta
T5K 3Z5

BRITISH COLUMBIA SECURITIES COMMISSION

P.O. Box 10142 Pacific Centre
12th Floor, 701 West Georgia Street
Vancouver, B.C., V7Y 1L2

TSX VENTURE EXCHANGE

10th Floor, 300 - 5th Avenue S.W.
Calgary, Alberta
T2P 3C4

Dear Sirs:

Re: Peterborough Capital Corp. - Material Change Report/Continuous Disclosure

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of **Peterborough Capital Corp.** ("Peterborough" or the "Corporation"). For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act* (Alberta). Concurrent with this filing, this letter is being filed with the TSX Venture Exchange, being the only exchange on which the Corporation's shares are currently listed.

Item 1 - Reporting Issuer

Peterborough Capital Corp.
4040E - 80th Avenue S.E.
Calgary, Alberta, T2C 2J7
Telephone: (403) 640-7070
Facsimile: (403) 640-7077

Item 2 - Date of Material Change

The material change occurred on or about November 5, 2003.

Item 3 - News Release

A Press Release was issued on November 5, 2003 through the facilities of CCN Matthews.

Item 4 - Summary of Material Change

Termination of Agreement with Necsun Inc. and Avlis Products, Inc.

Item 5 - Full Description of Material Change

The Corporation has terminated its agreement with Necsun Inc. ("Necsun") and Avlis Products Inc. ("Avlis") to acquire all of the beneficial interest in the issued and outstanding shares in the capital of both Necsun and Avlis. The Corporation is currently engaged in negotiations with respect to another potential qualifying transaction; however, a definitive agreement with respect thereto has not yet been reached as of the date of the Press Release issued on November 5, 2003.

Item 6 - Reliance on s.146(2) of the Securities Act (Alberta) or s. 85(2) of the Securities Act (British Columbia)

Not applicable.

Item 7 - Omitted Information

No omitted information.

Item 8 - Senior Officer

The name of a Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

Mr. Richard Grass, Chief Executive Officer
Telephone: (403) 640-7070

Item 9 - Statement of a Senior Officer

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

DATED at Calgary, Alberta, this 13th day of November 2003.

Yours truly,

PETERBOROUGH CAPITAL CORP.

Per: (Signed) "Richard Grass"
Richard Grass, Chief Executive Officer