

MATERIAL CHANGE REPORT

*Form 53-901F Under Section 85(1) of the British Columbia Securities Act
Form 27 Under Section 118(1) of the Alberta Securities Act*

Item 1: Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer.

Trioptimum Capital Corp.
3rd Floor, 1055 West Hastings Street
Vancouver, B.C.
V6E 2E9

Item 2: Date of Material Change

State the date of the material change.

April 22, 2002

Item 3: Press Release

State the date and place(s) of issuance of the press release issued under Section 85(1) of the Act.

The press release was released on April 22, 2002 to the TSX Venture Exchange and through approved public media.

Item 4: Summary of Material Change(s)

Trioptimum Capital Corp. (“TRO”) announced that its shareholders approved the acquisition (the “Acquisition”) of Contec Innovations Inc. (“Contec”). The Acquisition will constitute TRO’s proposed Qualifying Transaction under the policies of the TSX Venture Exchange (the “TSX-V”).

TRO also announced that it has filed a preliminary prospectus with the securities commissions of British Columbia and Alberta for a public offering of up to 3.2 million shares at \$0.50 per share (gross proceeds of \$1.6 million), subject to a minimum subscription of \$1.2 million. Wolverton Securities Ltd. (“Wolverton”) has agreed to act as the Agent for the offering.

In addition to approving the Acquisition of Contec, TRO shareholders also elected Michael Breukels and re-elected Donald Lay, John Meekison, and Barry Allen as directors; reappointed the Company’s auditors; and voted in favour of changing the name of TRO to “Contec Innovations Inc.” upon completion of the Acquisition.

Item 5: Full Description of Material Change

TRO announced that its shareholders have approved the Acquisition of Contec. The Acquisition, which constitutes TRO’s proposed Qualifying Transaction under the policies of the TSX-V, is contingent upon, among other things, approval by the shareholders of Contec,

successful completion of a prospectus offering, and receipt of regulatory approvals. Details of the Acquisition are described in TRO's Management Information Circular dated March 12, 2002.

TRO also announced that it has filed a preliminary prospectus with the securities commissions of British Columbia and Alberta for a public offering of up to 3.2 million shares at \$0.50 per share (gross proceeds of \$1.6 million), subject to a minimum subscription of \$1.2 million. Wolverton has agreed to act as the Agent for the offering on a commercially reasonable best-efforts basis. Proceeds will be used to further develop Contec's technology; expand sales and fund market entry; and provide general working capital.

In addition to approving the Acquisition of Contec, TRO shareholders have also elected Michael Breukels and re-elected Donald Lay, John Meekison, and Barry Allen as directors; reappointed the Company's auditors; and voted in favour of changing the name of TRO to "Contec Innovations Inc." upon completion of the acquisition.

Contec is a software developer accelerating the convergence of wireless, Internet, and information technologies. Contec's core product, Hornet, is an open, feature-rich, carrier-class platform capable of hosting multiple mobile Internet applications in a secure, scalable environment. With Hornet, mobile services providers can generate new revenues by deploying a wide variety of compelling applications to their subscribers.

Item 6: Reliance on section 85(2) of the Act

Not Applicable

Item 7: Omitted Information

Not Applicable

Item 8: Senior Officers

The following senior officer of TRO is knowledgeable about the material change and may be contacted by the Commission at the following telephone number:

Donald Lay, President
(604) 609-6156

Item 9: Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 26th day of April, 2002.

“John Meekison”

W. John Meekison

Director