NORTHLAND SYSTEMS TRAINING INC.
Suite 500, 255 Albert Street, Ottawa, Ontario
K1P 6A9

March 26, 2001

VIA SEDAR

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

Attention: Market Surveillance/Continuous Disclosure

THE CANADIAN VENTURE EXCHANGE INC.
10TH Floor, 300 - 5th Avenue S.W.
Calgary, AB, T2P 3C4

Attention: Filings

BRITISH COLUMBIA SECURITIES COMMISSION
2nd Floor, 865 Hornby Street, Vancouver,
British Columbia, V6Z 2H4

Attention: Market Surveillance/Continuous Disclosure

ONTARIO SECURITIES COMMISSION
Suite 800, Box 55, 20 Queen Street West,
Toronto, Ontario, M5H 3S8

Attention: Market Surveillance/Continuous Disclosure

NOVA SCOTIA SECURITIES COMMISSION
Joseph Howe Building
1690 Hollis Street, P.O. Box 458, 2nd Flr.
Halifax, N.S. B3J 3J9

Attention: Market Surveillance/Continuous Disclosure

Dear Sirs/Madams:

Re: NORTHLAND SYSTEMS TRAINING INC. - MATERIAL CHANGE REPORT UNDER SECTION 118(1) OF THE SECURITIES ACT (ALBERTA), SECTION 85 OF THE SECURITIES ACT (BRITISH COLUMBIA) AND SECTION 75(1) OF THE SECURITIES ACT (ONTARIO) AND SECTION 81(2) OF THE SECURITIES ACT (NOVA SCOTIA)

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of Northland Systems Training Inc. (the "Corporation"). For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act* (Ontario) and similar forms under the *Securities Act* (British Columbia), the *Securities Act* (Nova Scotia) and the *Securities Act* (Alberta). Concurrent with this filing, this letter is being filed with the Canadian Venture Exchange Inc., being the only Exchange on which the Corporation's shares are conditionally approved for listing.

Item 1 - Reporting Issuer

NORTHLAND TRAINING SYSTEMS INC.
Suite 500, 255 Albert Street
Ottawa, Ontario
K1P 6A9

Item 2 - Date of Material Change

The material change occurred on or about March 26, 2001.

Item 3 - Publication of Material Change

Press Release concerning the material change was issued on or about March 29, 2001.

Item 4 - Summary of Material Change

The Corporation has received a final mutual reliance review system decision document ("Final MRRS Decision Document") from the Ontario Securities Commission, the Alberta Securities Commission, the British Columbia Securities Commission and the Nova Scotia Securities Commission for a final prospectus dated March 26, 2001.

Item 5 - Full Description of Material Change

Effective March 21, 2001, a Final MRRS Decision Document was issued for a prospectus prepared and filed by the Corporation in connection with the sale of 2,000,000 special warrants, concluded on December 5, 2000, for a total gross proceeds of $1,500,000. As a result thereof, the special warrants will be converted into 2,000,000 common shares and 1,000,000 share purchase warrants. Each whole share purchase warrant shall entitle the holder thereof to purchase one common share of the Corporation at the purchase price of $1.25 on or before December 5, 2001. Also, no penalty securities were issued in connection with the special warrants.

It is anticipated that the net proceeds of the Offering will be used by the Corporation for marketing initiatives and to fund product development expenditures.

Yorkton Securities Inc. acted as agent in respect of the Special Warrant Private Placement.

As a result of the MRRS Decision Document for the prospectus, the Corporation is now a reporting issuer in Ontario, Alberta, British Columbia and Nova Scotia.

Item 6 - Reliance on Confidential Filing System

N/A

Item 7 - Omitted Information

None

Item 8 - Senior Officer

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

Jerry Van Olst
President and Chief Executive Officer
(613) 667-5073

Item 9 - Statement of a Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED this 29th day of March, 2001.

Yours truly,

NORTHLAND SYSTEMS TRAINING INC.

Per: *"Jerry Van Olst"*
Jerry Van Olst, President and Chief Executive Officer