

MATERIAL CHANGE REPORT

UNDER SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA) AND SECTION 151 OF THE *SECURITIES RULES*; SECTION 118(1) OF THE *SECURITIES ACT* (ALBERTA)

1. Reporting Issuer

MARQUETTE CAPITAL CORP.
5523 Oben Street
Vancouver, British Columbia V5R 4P2
(the "Company")

2. Date of Material Change

January 3, 2003

3. Press Release

Date of Issuance: January 3, 2003

Place of Issuance: Vancouver, British Columbia

4. Summary of Material Change

The Company has completed the acquisition of the issued and outstanding securities and certain loans of On-Track Computer Training Ltd. by the issuance of a total of 8,902,378 common shares in the capital of the Company. The acquisition constitutes the Company's Qualifying Transaction pursuant to Policy 2.4 of the TSX Venture Exchange.

5. Full Description of Material Change

The Company has completed the acquisition of the issued and outstanding securities and certain loans of On-Track Computer Training Ltd. ("On-Track") by the issuance of a total of 8,902,378 common shares in the capital of the Company. The acquisition constitutes the Company's Qualifying Transaction pursuant to Policy 2.4 of the TSX Venture Exchange. In addition, the Company issued 350,000 finder's fees shares to Holliday Enterprises Ltd., which is at arm's length to the Company.

Concurrently with the completion of the transaction, the Company has completed a non-brokered private placement of 770,000 units at a price per unit of \$0.50. Each unit consists of one common share of the Company and one non-transferable share purchase warrant. Each warrant will entitle the holder to acquire one additional common share of the Company at a price per share of \$1.00. The proceeds of the financing will be for implementing On-Track's marketing and business strategies, and for additional working capital.

The Company will be listed as a Tier 2 Technology or Industrial Issuer pursuant to the minimum listing requirements of the Exchange. The Company's name will change to On-Track Learning Systems Ltd. and the Company will operate under that name.

6. Reliance on Section 85(2) of the *Securities Act* (British Columbia)/Section 118(2) of the *Securities Act* (Alberta)

Not applicable.

7. Omitted Information

Not applicable.

8. Senior Officers

For further information contact:

Steve Bajic
Director

Telephone: (604) 439-9008
Facsimile: (604) 439-9041

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia this 3rd day of January, 2003.

MARQUETTE CAPITAL CORP.

Per: "Steve Bajic"
(Authorized Signatory)

Steve Bajic, Director
(Print Name and Title)