

GLOBEECOM INTERNATIONAL INC. MATERIAL CHANGE REPORT

1. Name and Address of GlobeeCom International Inc.

GlobeCom International inc. («GBC»), 1350, Royale Street, Suite 1402, Trois-Rivières, Québec, G9A 4J4.

Date of Material Change

March 21, 2006.

2. News Release

GBC released through CNW a press release dated March 22, 2006 indicating the material change.

3. Summary of Material Change

GBC announces an important restructuring of its operations and its search for a buyer to put in place its recovery plan and the resignation of Mr. Érick Caron as President and Chief Executive Officer.

4. Full Description of Material Change

GBC announces an important restructuring of its operations in order to maintain its customer services, to reduce to the maximum its operating costs and to search for short-term solutions to maintain its operations.

In the framework of this restructuring, GBC proceeded with the temporary layoff of almost all its employees, while maintaining the heart of its operations and its customer service.

GBC estimates that it does not, at the present time, dispose of sufficient liquidities in order to assure the continuity of its operations beyond the month of next April.

Based on the inherent uncertainties related to the search of financing, the board of directors of GBC has started exploring and actively considers strategic alternatives, which could notably result in the sale of the assets of GBC or in a grouping of the operations of GBC with a strategic partner.

There can be no certainty that the process initiated by GBC will lead to any transaction. GBC may not comment as to say if such transaction would represent an appreciation or depreciation in comparison with the present value of the stock capitalization of the GBC's shares.

Furthermore, in the framework of the restructuring in place, GBC announces that Mr. Érick Caron informed GBC, last March 17, of its resignation as President and Chief Executive Officer and member of the board of directors, said resignation having been ratified by the board of directors on March 21, 2006.

In the interim, the operations will directly come under the authority of the ad hoc committee put in place recently by the board of directors of GBC. This committee is presided by Mr. Alain Dufour, director and president of the audit committee of GBC and is composed of Mr. Francis Fortier and Mr. Jacques Gagné, both directors of GBC. The committee has also for mandate to actively search for a buyer or financial partner in order to revive the company.

5. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Non-applicable.

6. Omitted Information

Non-applicable.

7. Executive Officer

For further information regarding the material change mentioned herein, please contact Mr. Alain Dufour at (514) 998-4096.

8. Date of Report

Dated this April 4, 2006 in Montreal, Quebec.