

**Form 51 – 102F3
Material Change Report**

Item 1 Name and Address of the Company

Capital Pro-Égaux Inc. (“CPE”)
3517, Grande-Allée Blvd
Boisbriand, Québec J7H 1H5

Item 2 Date of Material Change

Janvier 21, 2005.

Item 3 News Release

See attached copy of press release issued through Canada Newswire by CPE on January 21, 2005, which forms an integral part of this report.

Item 4 Summary of Material Change

On January 21, 2005, CPE announced that its wholly-owned subsidiary Technique d’usinage Sinlab Inc. (“**Sinlab**”) entered into an exclusive license agreement (the “**License Agreement**”) with Implant Innovations Inc. (“**3i**”) to manufacture and commercialize Sinlab’s Technobar product, a dental prostheses support bar.

Under the License Agreement, Sinlab granted 3i a seven-year exclusive right to manufacture and commercialize worldwide Sinlab’s Technobar.

Under the License Agreement, 3i will manufacture dental prostheses support bars using Sinlab’s technology at its Palm Beach Gardens, Florida, manufacturing facilities. 3i will commercialize the dental prostheses support bars under its “CAM StructSURE” trademark.

The Licensing Agreement will bring Sinlab and CPE a one time license entry fee of approximately US\$700,000 and steady annual revenues of a minimum of US\$150,000 due to the License Agreement’s annual minimum royalty payment provision.

Revenues derived from the License Agreement will enable Sinlab to cover its annual operating costs and pursue other business opportunities mainly in the dental restoration sector.

Concurrently with the signature of the License Agreement, Sinlab has terminated the exclusive Distribution Agreement it had with 3i.

Item 5 Full Description of Material Change

Please, refer to the press release dated January 21, 2005, a copy of which is attached hereto.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Any enquiries with respect to this material change report or the transactions described in this material change report should be made to :

Richard Bourgault
President and Chief Financial Officer
Capital ProÉgaulx Inc.
3517 Grande-Allée
Boisbriand, Quebec J7H 1H5

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richard.bourgault@sinlab.ca

Item 9 Date of report

February 10, 2005.

**CAPITAL PRO-ÉGAUX INC. ANNOUNCES THE CONCLUSION BY ITS
SUBSIDIARY TECHNIQUE D'USINAGE SINLAB INC. OF A WORLDWIDE
EXCLUSIVE LICENSE AGREEMENT WITH 3I IMPLANT INNOVATIONS INC.
FOR ITS TECHNOBAR PRODUCT.**

Montreal, January 21, 2005 – Capital Pro-Égaux Inc. (TSX-V : CPE.P) is pleased to announce the signature, by its wholly owned subsidiary Technique d'usinage Sinlab Inc. ("Sinlab"), of a seven year license agreement giving the exclusive right to Implant Innovations Inc. ("3i") to manufacture, market, sell and distribute its Technobar product worldwide.

Initially, 3i intends to manufacture the Technobar, to be commercialized under their trade mark of "CAM StructSURE", at their USA facility located in West Palm Beach, Florida.

This exclusive licensing agreement will enable 3i to control the totality of their customer product delivery process and will result in shorter delivery intervals for their primary markets by avoiding custom delays and problems. The resulting increased customer satisfaction should, according to 3i executives, have a definite positive impact and facilitate market penetration.

For Sinlab, this exclusive licensing agreement will accelerate revenue entries by providing initial entry license fee as well as ensuring Sinlab a steady revenue flow due to a yearly minimum royalty's payment agreement. These combined revenues will enable Sinlab to cover its yearly operating costs and to pursue other business opportunities mainly in the dental restoration industry.

Pro-Égaux through its wholly owned subsidiary, Sinlab, is a company based in Boisbriand, Quebec, specializing mainly in the conception, design and manufacturing of titanium products to be used in the dental prosthesis restoration industry.

For further information:

Capital Pro-Égaux Inc.

Richard Bourgault

President, Chief Financial Officer and Secretary

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