MATERIAL CHANGE REPORT

Section 75(2) of the *Securities Act* (Ontario)
Section 85(1)(b) of the *Securities Act* (British Columbia)
Section 146(1)(b) of the *Securities Act* (Alberta)
Section 84(1)(b) of *The Securities Act, 1988* (Saskatchewan)
Section 81(2) of the *Securities Act* (Nova Scotia)
Section 76(2) of the *Securities Act* (Newfoundland and Labrador)

1. Reporting Issuer

Workbrain Corporation ("Workbrain")
250 Ferrand Drive
Suite 1200
Toronto, Ontario M3C 3G8

2. Date of Material Change

December 11, 2003.

3. Press Release

A news release disclosing the material change was issued on December 11, 2003. A copy of that news release, and a copy of a news release issued by Workbrain on December 3, 2003 in connection with certain related matters, are attached.

4. Summary of Material Change

On December 11, 2003, Workbrain announced the completion of the previously announced initial public offering of 2,860,000 common shares of Workbrain, at a price of $14.00 per share. In addition, the option granted by Workbrain to the underwriters to purchase up to an additional 429,000 common shares at the same price to cover over-allotments, if any, and for market stabilization purposes, was exercised in full.

5. Full Description of Material Change

On December 11, 2003, Workbrain announced the completion of the previously announced initial public offering of 2,860,000 common shares of Workbrain, at a price of $14.00 per share. In addition, the option granted by Workbrain to the underwriters to purchase up to an additional 429,000 common shares at the same price to cover over-allotments, if any, and for market stabilization purposes, was exercised in full.

On December 3, 2003, Workbrain announced that it entered into an underwriting agreement and filed its final prospectus with the securities regulatory authorities in each of the provinces of Canada in connection with Workbrain's initial public offering of 2,860,000 common shares at a price of $14.00 per share. In addition, Workbrain granted to the underwriters an option to purchase up to an additional 429,000 common shares at the same price to cover over-allotments, if any, and for market stabilization purposes.

6. Reliance on Confidentiality Provisions of Securities Legislation

Not applicable.

7. Omitted Information

Not applicable.

8. Senior Officer

Matthew Chapman, Chief Financial Officer, is aware of the material change. For further information, contact Brad Elder, Director of Communications at 416.421.6700 x2267.

9. Statement of Senior Officer

The foregoing accurately discloses the material changes referred to herein.

Dated this 12th day of December, 2003.

"Matthew Chapman"

Matthew Chapman
Chief Financial Officer

WORKBRAIN CORPORATION

Workbrain Corporation Announces Pricing of Its Initial Public Offering

DECEMBER 3, 2003 (TORONTO) -- Workbrain Corporation (TSX: WB) announced today that it has entered into an underwriting agreement and has filed its final prospectus with the securities regulatory authorities in each of the provinces of Canada in connection with Workbrain Corporation's initial public offering of 2,860,000 common shares at a price of $14 per share. Closing is scheduled to take place on December 11, 2003. In addition, Workbrain Corporation has granted to the underwriters an option to purchase up to an additional 429,000 common shares at the same price to cover over-allotments, if any, and for market stabilization purposes.

RBC Capital Markets is the sole bookrunner for the offering and, with CIBC World Markets Inc., is co-lead manager of the underwriting syndicate. The other members of the syndicate are National Bank Financial Inc., Griffiths McBurney & Partners and Sprott Securities Inc.

Workbrain Corporation has received conditional approval for the listing of its common shares on the Toronto Stock Exchange under the symbol “WB”, subject to Workbrain Corporation fulfilling all of the requirements of the Toronto Stock Exchange.

About Workbrain Corporation

Workbrain develops, markets, implements and supports software that helps large organizations optimally deploy and manage their workforces. Workbrain's solutions automate complex workforce management processes such as labour forecasting, employee schedule optimization, time and attendance, workforce analytics and employee self-service. Workbrain is recognized by independent industry analysts as a leading provider of enterprise workforce management software.

FOR MORE INFORMATION CONTACT:

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Brad Elder
Director of Communications
Workbrain Corporation
416.421.6700 x2267
belder@workbrain.com

WORKBRAIN CORPORATION

Workbrain Corporation Announces Closing of Its Initial Public Offering

DECEMBER 11, 2003 (TORONTO) -- Workbrain Corporation (TSX: WB) announced today that the previously announced initial public offering of 2,860,000 common shares of Workbrain Corporation, at a price of $14.00 per share, has closed. In addition, the option granted by Workbrain Corporation to the underwriters to purchase up to an additional 429,000 common shares at the same price to cover over-allotments, if any, and for market stabilization purposes, has been exercised in full.

RBC Capital Markets is the sole bookrunner for the offering and, with CIBC World Markets Inc., is co-lead manager of the underwriting syndicate. The other members of the syndicate are National Bank Financial Inc., Griffiths McBurney & Partners and Sprott Securities Inc.

“Workbrain is excited to embark on our next phase of growth, supported by the proceeds from this offering,” said Workbrain President and CEO David Ossip. “All of our employees remain focused on our vision of developing the most compelling workforce management solutions for the large enterprise market.”

ABOUT WORKBRAIN CORPORATION

Workbrain develops, markets, implements and supports software that helps large organizations optimally deploy and manage their workforces. Workbrain's solutions automate complex workforce management processes such as labour forecasting, employee schedule optimization, time and attendance, workforce analytics and employee self-service. Workbrain is recognized by independent industry analysts as a leading provider of enterprise workforce management software.

FOR MORE INFORMATION CONTACT:

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