ALPHA ONE CORPORATION

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

ALPHA ONE CORPORATION, 56 Temperance Street, 4th Floor, Toronto, Ontario, M5H 3V5.

Item 2. Date of Material Change

October 12, 2004.

Item 3. News Release

The Press Release was sent on October 12, 2004 via CCN Matthews—Toronto, Ontario.

Item 4. Summary of Material Change

For further information, attached hereto is a copy of the Press Release.

Item 5. Full Description of Material Change

For further information, attached hereto is a copy of the Press Release.

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

Confidentiality is not requested.

Item 7. Omitted Information

No information has been omitted in respect of the material change.

Item 8. Executive Officer

David Lewis, President [416] 515-2222.

Item 9. Date of Report

October 12, 2004.

ALPHA ONE CORPORATION

PRESS RELEASE

October 12, 2004
For Immediate Release

TSXV: AOC.P
4,400,001 Shares Outstanding

Alpha One Corporation Completes $300,000 Initial Public Offering

Toronto, Ontario – October 12, 2004: Alpha One Corporation (the "Corporation"), a capital pool company, announces that it has completed its initial public offering in Ontario, Alberta and British Columbia by issuing 2,000,000 common shares at $0.15 per share, for gross proceeds to the Corporation of $300,000.

The common shares of the Corporation will commence trading on the TSX Venture Exchange (the "TSXV") on [Wednesday, October 13, 2004].

The net proceeds of the offering will be used by the Corporation to identify and evaluate assets or businesses for acquisition with a view to completing a "Qualifying Transaction" under the capital pool company program of the TSXV.

First Associates Investments Inc. acted as agent for the initial public offering. In connection with the offering, First Associates received a commission equal to 10% of the aggregate proceeds of the sale of the common shares and the Corporation granted First Associates non-transferable options entitling the agent to purchase an aggregate of 200,000 common shares at $0.15 per share for 18 months from the date of listing.

At the closing of the offering all the 2,400,001 previously issued and outstanding shares were placed in escrow in accordance with the policies of the TSXV.

At the closing of the offering, the Corporation also granted stock options to its five directors and officers in respect of an aggregate of 440,000 common shares, which may be exercised for a period of five years at a price of $0.15 per share.

The current directors and officers of the Corporation are David Lewis, Chief Executive Officer, President and Director; Donald Christie, Chief Financial Officer and Director; Ian McDonald, Director; Kim Smith, Secretary, Treasurer and Director; and Derek Price, Director.

For further information please contact:

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