COMNETIX INC.
Suite 100, 2871 Bristol Circle
Oakville, Ontario
L6H 6G4

FILED VIA SEDAR

Alberta Securities Commission
4th Floor, 300-5th Ave SW
Calgary, AB T2P 3C4

Attention: Continuous Disclosure

Autorité des marchés financiers
800, Square Victoria, 22e étage
C.P. 246, Tour de la Bourse
Montréal, Québec H4Z 1G3
Attention: Continuous Disclosure

British Columbia Securities Commission
12th Floor, Pacific Centre
701 W. Georgia Street
Vancouver, B.C. V7Y 1L2
Attention: Continuous Disclosure

Ontario Securities Commission
20 Queen Street West, 19th Floor
Toronto, Ontario M5H 3S8

Attention: Continuous Disclosure

Manitoba Securities Commission
1130 - 405 Broadway
Winnipeg MB R3C 3L6

Attention: Continuous Disclosure

Nova Scotia Securities Commission
2nd Floor, Joseph Howe Building
1690 Hollis Street
Halifax, NS B3J 3J9
Attention: Continuous Disclosure

Prince Edward Island Securities Commission
Securities Office
Consumer, Corporate and Insurance Services Division
Office of the Attorney General
P.O. Box 2000
Charlottetown, PE C1A 7N8
Attention: Continuous Disclosure

Saskatchewan Financial Services Commission
(Securities Division)
6th Floor
1919 Saskatchewan Drive
Regina, Saskatchewan S4P 3V7
Attention: Continuous Disclosure

New Brunswick Securities Commission
133 Prince William Street, Suite 606
Saint John, NB E2L 2B5
Attention: Continuous Disclosure

Securities Registry Northwest Territories
Department of Justice
Government of the Northwest Territories
PO Box 1320
Yellowknife NT X1A 2L9
Attention: Continuous Disclosure

Securities Commission of Newfoundland and Labrador
Department of Government Services
PO Box 8700
St. John's NL A1B 4J6
Attention: Continuous Disclosure

Dear Sirs/Mesdames:

Re: Material Change Report
Form 51-102F3

1. The name of the reporting issuer is **CommetiX Inc.** ("CommetiX" or the "Company"), whose principal office is at Suite 100, 2872 Bristol Circle, Oakville, Ontario L6H 6G4.

2. The material changes occurred on April 28, 2005.

3. A Press Release was published at Toronto on April 28, 2005.

4. CommetiX™ announced that it closed its brokered private placement financing previously announced on April 22, 2005. Under the financing, CommetiX™ issued 1,901,300 units (each a "Unit") priced at $2.50 per Unit. Each Unit consisted of one common share and one-half of one common share purchase warrant. Each whole warrant is exerciseable to acquire a further common share at $3.25 until April 28, 2006. Insiders subscribed for 135,000 Units on the same terms as described above.

   Wellington West Capital Markets Inc., as lead agent and McFarlane Gordon Inc., and including GMP Securities Ltd, (collectively the "Agents") were paid a commission of $320,915.

   A further insider subscribed directly with CommetiX™ for 25,000 Units on the same terms as described above.

5. The proceeds of the offering will be used to fund growth, for working capital and for general corporate purposes.

   Douglas Cox subscribed for 100,000 Units, Bernard Crotty subscribed for 10,000 Units and Andrew Cumming subscribed for 25,000 Units on the brokered private placement. Jim Scullion subscribed directly for 25,000 Units.

   The portion of the financing subscribed for by directors, officers and insiders of the Company constitutes a "related party transaction" for purposes of Ontario Securities Commission Policy 61-501 and Quebec Securities Commission Policy Q-27. The Company relied on exemptions from the valuation and minority approval requirements of such policies available when the fair market value of the subject matter of the related party transaction does not exceed 25% if the market capitalization of the issuer.

The foregoing details of the financing were not filed at least 21 days prior to the closing of the financing because they had not been settled at that time.

6. The report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

7. No information has been omitted because it is believed it should remain confidential.

8. Mr. Tim Zahavich is a director and the Chief Finance Officer may be contacted at 905-829-9988 ext 206 concerning this report.

9. The foregoing accurately discloses the material changes referred to herein.

DATED at Toronto, Ontario this 28th day of April, 2005.

COMNETIX INC.

"Tim Zahavich"

Per: ______________________________

TIM ZAHAVICH
Chief Financial Officer

U:\WPDOC\PUBLIC\MCR\PEARL apr15-05 pr.doc