Ontario and Alberta - Form 27
British Columbia, Form 53-901F

MATERIAL CHANGE REPORT UNDER SECTION 75(2) OF THE SECURITIES ACT (ONTARIO), SECTION 118(1) OF THE SECURITIES ACT (ALBERTA) AND SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)

MATERIAL CHANGE REPORT

Item 1: Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer.

CRMNet.Com Inc.
1410 – 650 W. Georgia Street
Vancouver, BC V6C 4N8
Telephone: (604) 684-6707

Item 2: Date of Material Change

State the date of the material change.

December 23, 2003

Item 3: Press Release

State the date and place(s) of issuance of the press release issued under section 85 (1) of the Securities Act (British Columbia).

December 23, 2003 at Vancouver, BC, through Stockwatch and MarketNews.

Item 4: Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

CRM has announced a property acquisition, debt settlements and private placements, all subject to regulatory approval.

Item 5: Full Description of Material Change

Supplement the summary required under Item 4 with the disclosure that should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

This description of the significant facts relating to the material change will therefore include some or all of the following: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the reporting issuer or its subsidiaries. Specific financial forecasts would not normally be required to comply with this form.

The above list merely describes examples of some of the facts that may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation.

CRMnet.com Inc. ("CRM") is pleased to announce the following corporate developments:

- CRM has entered into an agreement dated November 30, 2003 with Southern Rio Resources Ltd. ("Southern Rio"), pursuant to which CRM can earn up to a 65% interest in Southern Rio's Minnitaki Project in Ontario (the "Minnitaki Property"). CRM can earn an initial 50% interest in the Minnitaki Property by making cash payments totaling $75,000, issuing 200,000 shares and completing $1,000,000 in exploration expenditures over a three year period. Of these costs, a $10,000 cash payment, the issuance of 50,000 shares and $100,000 in exploration expenditures are a firm commitment. Subsequent to earning a 50% interest, CRM may earn an additional 15% interest (to bring its aggregate interest to 65%) by making an additional cash payment of $50,000, issuing an additional 200,000 shares and incurring an additional $1,500,000 in exploration expenditures over five years. The agreement is subject to regulatory approval.

  The Minnitaki Property comprises six patented and 27 unpatented contiguous mining claims totaling approximately 3900 hectares, and is located approximately 20 km southwest of the town of Sioux Lookout, in Ontario. The Minnitaki Property is easily accessed by motor vehicle or by boat.

  The claims cover approximately 15 km strike length of the Archean age Abram – Minnitaki greenstone belt, part of the Superior province of the Canadian Shield. Numerous gold occurrences occur on the claims, hosted either in mafic metavolcanics, or in an intrusive quartz-feldspar porphyry unit. The mineralization appears to be associated mainly with quartz veining within local zones of ductile shearing, and with brittle fracturing and silicification a quartz-feldspar porphyry unit. Previous drill intersections include :
  - in hole TAK 99-09 drilled by Triex Resources Ltd., 31.8 metres (m) grading 2.06 grams/tonne gold (g/t Au), and
  - in holes drilled by Southern Rio Resources Ltd., in 2002, in hole TAK02-01, 12.2 m grading 1.27 g/t Au; in hole TAK02-07, 8.7 m grading 3.18 g/t Au; and in hole TAK02-06 multiple intersections including 7.6 m grading 3.08 g/t Au, 3.1 m grading 2.25 g/t Au, 1.1 m grading 7.04 g/t in hole.

The results from hole TAK02-06 are particularly encouraging. This hole is located approximately 250 metres southwest of the other five holes and was sited to test a zone of high resistivity in an area of little outcrop. The gold mineralization in a felsic porphyry host rock is in a similar setting to that of the McIntyre mine in Timmins, Ont., one of Canada's largest past gold producers. A 43-101 report has been completed by Desmond Cullen (Qualified Person) of Thunder Bay, Ontario. The Company is planning a drill program for the 1st quarter of 2004 to test multiple targets. A full description of the Minnitaki Property and the exploration work done on it to date by Southern Rio and its predecessors, may be found in the annual information form of Southern Rio dated July 17, 2003 which may be found on www.sedar.com.

The acquisition of the Minnitaki Property will result in a change of business of CRM to that of a mineral exploration company.

Lindsay Bottomer, a director of CRM, is a director and President of Southern Rio.

- Protec Trading Ltd. is owed approximately $310,000 by CRM. Mr. Matt Mason has acquired an option to purchase this debt for $170,000. CRM has entered into an Agreement with Matt Mason pursuant to which CRM may require Mason to exercise his option, whereupon Mason shall have agreed to settle the debt for the greater of the discounted market price at the time of exercise or $0.10. This agreement is subject to regulatory approval.
  In addition, CRM has entered into agreements with various other creditors who have agreed to accept discounted cash payments to settle their debts as long as such payments are made on or before January 15, 2004.

  The effect of all of these agreements will be to greatly reduce CRM's working capital deficit.

- CRM has negotiated two private placements. The first placement is for 4,000,000 units at $0.10 each, each unit consists of one share and one half of one warrant to buy one share at $0.15 for one year. The gross proceeds will be $400,000, which will be used to eliminate CRM's working capital deficit, pay the first cash expenditure required for the Minnitaki Property, and provide CRM with working capital. The second placement will be for 1,333,333 flow-through shares at $0.15 each. The gross proceeds of $200,000 will be expended on the Minnitaki Property. These private placements are subject to regulatory approval.

- CRM has convened a shareholders' meeting for February 20, 2004 to deal with various corporate matters, details of which will be announced in due course.

Completion of the transactions is subject to a number of conditions, including but not limited to, Exchange acceptance and disinterested Shareholder approval. The transaction cannot close until the required Shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Management Information Circular and/or Filing Statement to be prepared in connection with the transactions, any information released or received with respect to the transactions may not be accurate or complete and should not be relied upon. Trading in the securities of CRMnet.com Inc. should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

Item 6: Reliance on section 85 (2) of the Securities Act (British Columbia)

If the report is being filed on a confidential basis in reliance on section 85 (2) of the Securities Act (British Columbia) (or similar provisions of other jurisdictions where this report is being filed), state the reasons for that reliance.

Instruction:

For continuing obligations regarding reports filed under this subsection, refer to section 85 (3) of the Securities Act (British Columbia) and Part 3.4 of the SEDAR Filer Manual.

N/A

Item 7: Omitted Information

In certain circumstances where a material change has occurred and a material change report has been or is about to be filed but section 85 (3) of the Securities Act (British Columbia) will no longer or will not be relied upon, a reporting issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be disclosed in full detail in the material change report.

State whether any information has been omitted on this basis and provide the reasons for any omission in sufficient detail to permit the Commission to exercise its discretion under section 169 (4) of the Securities Act (British Columbia).

The reasons for the omission may be contained in a separate letter filed in an envelope marked "Confidential – Attention: Supervisor, Financial Reporting ".

N/A

Item 8: Senior Officers

Give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom the Commission may contact that senior officer.

Robert Weicker, President, tele: (604) 687-3959

Item 9: Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated this 23rd day of December, 2003 at Vancouver, BC.

CRM.NET.COM INC.

BY: *"Robert Weicker"*

President
(Official Capacity)

Robert Weicker
(Please print here name of individual whose signature appears above.)