SUREFIRE COMMERCE INC.

MATERIAL CHANGE REPORT

Pursuant to: Subsection 85(1) of the *Securities Act* (British Columbia)
Subsection 118(1) of the *Securities Act* (Alberta)
Subsection 75(2) of the *Securities Act* (Ontario)

Item 1. Reporting Issuer:

The name of the reporting issuer is SureFire Commerce Inc. (hereinafter "**SureFire**", "**SureFire Commerce**" or the "**Company**"), its principal office is located at 999 de Maisonneuve Blvd. West, Suite 1100, Montreal, Quebec, H3A 3L4 and its telephone number is (514) 848-0803.

Item 2. Date of Material Change:

February 16, 2000.

Item 3. Press release:

A press release was issued in Montreal, Quebec on February 17, 2000 with respect to the material change.

Item 4. Summary of Material Change:

See Item 5.

Item 5. Full Description of Material Change:

See Press Release attached hereto as Schedule "A".

Item 6. Reliance on: Section 75(3) of the *Securities Act* (Ontario) and Section 73(1) of the *Securities Act* (Quebec):

Not applicable.

Item 7. Omitted Information:

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

Item 8. **Senior Officers:**

Further information with respect to the material change described in this material change report may be obtained from:

Mr. Mark Krakower
SureFire Commerce Inc.
999 de Maisonneuve Blvd. West
Suite 1100
Montreal, Quebec
H3A 3L4

Telephone: (514) 848-0803

Item 9. **Statement of Senior Officer:**

The foregoing accurately discloses the material change referred to herein.

DATED at Montreal, Quebec, this 17th day of February, 2000.

SUREFIRE COMMERCE INC.

Per: (signed) *"Mark Krakower"*
Mark Krakower, Senior Vice-President, Corporate Affairs

(567363)

SCHEDULE "A"

FOR IMMEDIATE RELEASE

SUREFIRE COMMERCE COMPLETES $21 MILLION FINANCING

Montreal, QC – February 17, 2000 – SureFire Commerce Inc. (TSE:MTP) announced today that it has completed the private placement of 3,500,000 special warrants previously announced on February 3, 2000 through an underwriting syndicate led by CIBC World Markets Inc., which exercised its over-allotment option in respect of 500,000 special warrants. The aggregate gross proceeds realized by the Company, before deducting commissions and expenses, was $21,000,000. The special warrants will be exercisable by their holders, without further payment, into common shares of the Company, on the basis of one common share for each special warrant held.

Two-thirds of the net proceeds of the offering were released to the Company upon closing, with the remaining one-third to be released upon the clearing of the final prospectus qualifying the common shares issuable upon the exercise of the special warrants.

As previously announced, this financing, together with the Company's already existing cash reserves, will enable it to accelerate the expansion of its mission critical, fault tolerant web-hosting infrastructure, enhance its call centre to handle anticipated increases in volumes from merchants going online and increase its number of developers and coders.

SureFire Commerce Inc. offers small- and medium-sized businesses end-to-end e-commerce solutions using proprietary technology in the areas of transaction processing and merchant enabling. The Company is headquartered in Montreal, Canada.

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For further information, contact:

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