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 2 Place Alexis Nihon, 3500 de Maisonneuve Blvd. West, Westmount, Quebec, H3Z 3C1 and its telephone number is (514) 380-2700.

Item 2. Date of Material Change:

February 1, 2000.

Item 3. Press release:

A press release was issued in Montreal, Quebec on February 1, 2000 with respect to the material change.

Item 4. Summary of Material Change:

SureFire Commerce Announces third quarter results.

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:

Mrs. Meredith Meaden

Goodman Communications Inc.
at (416) 924-9100 (extension. 233)
or at Meredith@goodmanpr.com

or from

Mr. Mark Krakower

SureFire Commerce Inc.
at (514) 380-2703
or at krakowerm@sfcommerce.com

Item 9. Statement of Senior Officer:

The foregoing accurately discloses the material change referred to herein.

DATED at Westmount, Quebec, this 17th day of November, 2000.

SUREFIRE COMMERCE INC.

Per: *(signed) "Mark Krakower")*

Mark Krakower, Senior Vice-President, Corporate Affairs, Chief Financial Officer and Secretary

FOR IMMEDIATE RELEASE

SUREFIRE COMMERCE ANNOUNCES THIRD QUARTER RESULTS

Only End-to-End e-Commerce Solution Provider for SMBs in North America

Toronto, ON, February 1, 2000… SureFire Commerce Inc. (TSE: MTP), an e-commerce solutions provider, today announced its financial results for the three-month period ended December 31, 1999. Revenues were up 265 per cent over the same period last year. This is a result of growth in E-commerce related revenue from its newly acquired transaction processing division. Results on the quarter also show a positive EBITDA of $934,000 (earnings before interest, income taxes, depreciation and amortization).

SureFire Commerce reported revenues of $8.7 million, up from $2.4 million reported for the same period last year. SureFire Commerce anticipates generating this level of revenue or greater as it moves forward.

In the third quarter, SureFire Commerce transformed itself into one of North America's only complete end-to-end e-commerce solutions provider for small and medium-sized business through two significant e-commerce acquisitions and a strategic alliance. The company also changed its name from Micro Tempus to SureFire Commerce to further reflect this transformation.

"Through strategic acquisitions and alliances, we are evolving to become the only North American company with a complete end-to-end e-commerce solution for small and medium business customers," said Rory Olson, President and CEO of SureFire Commerce. "By offering our merchant enabling and transaction processing solutions to financial institutions, telecommunications companies and Internet Service Providers (ISPs), we can help them to serve their merchant-customers - a growing market that is currently being underserviced."

In December, SureFire Commerce acquired BCE Emergis Inc.'s Sports and Entertainment Division, as well as signed a letter of intent to acquire Stumpworld Systems, Inc., a Boston-based e-commerce company. The Stumpworld acquisition, scheduled to close in February 2000, includes a popular online shopping portal, BuyItOnline.com, and its award-winning software Online Merchant™. SureFire also entered into a strategic alliance with SKG Interactive Inc. and NorstarMall.ca to become the preferred merchant enabling and transaction processing partner.

…2

 SUREFIRE COMMERCE ANNOUNCES THIRD QUARTER RESULTS

“Our strength goes beyond our proprietary technology,” said Joel Leonoff, Executive Vice President and Chief Operating Officer of SureFire Commerce. “The full power of what we have built is an expertise to get businesses online quickly and affordably, and provide the marketing, customer loyalty, and fulfillment programs essential for them to succeed.”

The SureFire Commerce solution will provide a web storefront creation program; secure hosted environment; access to a well-trafficked portal; affiliate marketing programs such as electronic couponing and loyalty programs; 24 hour merchant help desk; online shipping and fulfillment; and a unique online shopping cart. Merchants will also benefit from transaction processing services such as settlement, reporting, reconciliation and fraud detection.

“This quarter is a new beginning for a new company, operating on an entirely new business model,” stated Mark Krakower, Senior Vice President, Corporate Affairs and CFO for SureFire Commerce. “This growth shows the initial acceptance of our solution, which is even more significant considering that this has been accomplished in a very short period of time without the benefits of any major marketing initiative.”

Over the next six months, the company intends to achieve a number of milestones: expanding a mission critical, fault tolerant, infrastructure for hosting applications; enhancing its call centre to handle anticipated increases in volumes from merchants going online; and increasing the number of developers and coders. They also anticipate continued significant growth in their transaction processing business and several major deals and partnerships with resellers for their newly acquired merchant enabling solutions.

SureFire Commerce Inc. (TSE:MTP) offers small and medium-sized businesses end-to-end e-commerce solutions using proprietary technology in the areas of transaction processing and merchant enabling. Headquartered in Montreal, Canada, SureFire Commerce has an office in Hull.

-30-

For further information, contact:

David Doze
Goodman Communications Inc.
Tel: 416-921-9100 ext. 222 / 233
david@goodmanpr.com

Mark Krakower
SureFire Commerce Inc.
Tel. 514-848-0803 ext. 203
krakowerm@sfcommerce.com

Consolidated Statement of Cash Flows

(unaudited)

(In thousands of dollars)	Three month period ended December 31		Nine months period ended December 31,	
	1999	**1998**	**1999**	**1998**
Operating activities				
Net income (loss)	**(1,618)**	(14)	**(5,988)**	(1,803)
Items not affecting cash				
Amortization of capital assets	**67**	75	**170**	192
Amortization of goodwill and strategic alliance	**2,631**	-	**2,631**	-
Amortization of development costs	**-**	360	**-**	1,064
Write-off of expired tax credits receivable	**25**	100	**174**	100
Reorganization costs			**2,075**	-
	1,105	521	**(938)**	(447)
Net change in non-cash working capital items	**22,751**	(284)	**22,595**	(135)
	23,856	237	**21,657**	(582)
Financing activities				
Issuance of special warrants, net	**4,421**	-	**4,421**	-
Issuance of share capital, net	**945**	-	**2,008**	-
	5,366	-	**6,429**	-
Investing activities				
Purchase of capital assets	**(57)**	(106)	**(133)**	(259)
Business acquisition, net	**1,250**	-	**1,250**	-
Issuance of loan receivable	**(722)**	-	**(722)**	-
Development costs, net	**-**	(596)	**-**	(1,708)
	471	(702)	**395**	(1,967)
Net change of cash and cash equivalents during the period	**29,693**	(465)	**28,481**	(2,549)
Cash and cash equivalents, beginning of period	**1,477**	3,448	**2,689**	5,532
Cash and cash equivalents, end of period	**31,170**	2,983	**31,170**	2,983