

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:

June 15, 2000.

Item 3. Press release:

A press release was issued in Montreal, Quebec on June 15, 2000 with respect to the material change.

Item 4. Summary of Material Change:

SureFire Commerce acquires U.S. "e-tailing" pioneer.

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 ACQUIRES U.S. “E-TAILING” PIONEER

Transaction valued at CDN \$72.9 million

Montreal, QC June 15, 2000... SureFire Commerce Inc. (TSE: MTP) announced today the closing of its acquisition of Stumpworld Systems of Boston, an e-commerce company that has been providing commercial Internet solutions since 1993. The company is the owner of the award-winning store-building software platform Online Merchant (www.onlinemerchant.com), and the fully managed, online shopping community BuyItOnline.com (www.buyitonline.com) – two established e-commerce brands in the U.S.

“As a Canadian-based company, this acquisition represents an important and strategic transaction that allows us to build out our US presence and open the doors to online commerce for small- and medium-sized merchants in Canada,” said Rory Olson, president and CEO of SureFire Commerce. “We were successful in identifying a key U.S. asset with important proprietary technologies and brand recognition. We also negotiated a strong agreement on behalf of our shareholders, without having to expend any of our cash reserves.”

Under the terms of the final agreement, SureFire Commerce will issue 13.5 million shares, at a cash value of CDN \$72.9 million, in payment for the shares of Stumpworld.

“We now provide a clear alternative to the incomplete “build and abandon” strategies of current e-tailers,” said Mr. Olson. “It is our intention to proliferate the BuyItOnline model, the only fully managed, end-to-end, online merchant community environment operating in North America today.”

SureFire Commerce recently announced its development of BuyItOnline.ca, modeled after the U.S. shopping portal, as well as an agreement with AOL Canada to build and manage AOLSHOPS, the AOL Shopping Channel at the popular portal www.aol.ca, to be launched this fall. The company expects to host in excess of 1,000 merchants in Canada and the U.S. by the end of the year.

Online Merchant is a store-building software solution that has received industry attention for its ease of use and scalability. The Online Merchant Gold edition is sold throughout the U.S. in CompUSA and Staples outlets.

2... SUREFIRE COMMERCE ACQUIRES U.S. “E-TAILING” PIONEER

BuyItOnline.com is a fully managed, online shopping community that offers merchants toll-free customer service, secure transaction processing, affiliate marketing and e-couponing programs, complete store access for merchants from their desktop, as well as order notification, billing and shipping support.

SureFire earns recurrent revenue from Hosting, Transaction Processing, and value-added services.

SureFire Commerce Inc. (TSE: MTP) is an application service provider, offering a fully integrated suite of e-commerce solutions. SureFire Commerce enables its business partners to generate e-commerce revenue by allowing them to conduct business effectively on the Internet. SureFire Commerce solutions include merchant enabling, transaction processing, hosting, as well as secure file and document management services. SureFire Commerce is headquartered in Montreal, with offices in Ottawa and Boston.

-30-

For further information, contact:

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

Media Inquiries:
Meredith Meaden
Goodman Communications Inc.
Tel: 416-924-9100 ext. 233
meredith@goodmanpr.com

Investor Relations:
Lorna Pires
Goodman Communications Inc.
Tel: 416-924-9100 ext. 261
lorna@goodmanpr.com