

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, Suite 700, Westmount, Quebec, H3Z 3C1 and its telephone number is (514) 380-2700.

Item 2. Date of Material Change:

December 6, 2000.

Item 3. Press release:

A press release was issued in Montreal, Quebec on December 6, 2000 with respect to the material change.

Item 4. Summary of Material Change:

SureFire acquires SiteSell.com.

Item 5. Full Description of Material Change:

See Press Release attached hereto as Schedule.

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 mark.krakower@scommerce.com

Item 9. Statement of Senior Officer:

The foregoing accurately discloses the material change referred to herein.

DATED at Westmount, Quebec, this 8th day of December, 2000.

SUREFIRE COMMERCE INC.

Per: (signed) "Mark Krakower"

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

FOR IMMEDIATE RELEASE

SUREFIRE ACQUIRES SITESELL.COM

Acquisition of Internet marketing company enhances BuyItOnline merchant communities

MONTREAL, December 6, 2000. . . SureFire Commerce Inc. (TSE: MTP) announced today that it has acquired SiteSell.com, one of the Internet's primary resources for how to build, manage, market and sell online. SiteSell's business products and server-side software tools will be integrated into SureFire's BuyItOnline merchant community platform.

"The acquisition of SiteSell adds substantial marketing muscle to our BuyItOnline retail communities," said Rory Olson, president and CEO of SureFire Commerce. "We have acquired a company that brings internationally recognized marketing technologies and strong revenue growth. Most importantly, SureFire gains Dr. Ken Evoy, one of the foremost authorities on Internet marketing and the founder of SiteSell.com."

Dr. Evoy has extensive expertise developing, managing and implementing affiliate-marketing programs. SiteSell has built relationships with over 13,000 affiliates that drive traffic to SiteSell.com. This expertise will be leveraged to build and enhance SureFire's affiliate-marketing programs for its BuyItOnline retail developments in Canada, the US and Europe.

"This is a powerful marriage," said Dr. Evoy, who will be joining SureFire Commerce as a vice president. "SureFire has the infrastructure, support services and technologies that merchants require to sell online. SiteSell brings expertise and technology to help populate SureFire's merchant communities and, in turn, provide these merchants with proven tools for effective marketing and sales on the Internet."

In addition to 13,000 affiliates, SiteSell boasts 60,000 subscribers to its three online magazines, and has sold in excess of 30,000 books online in the past 12 months.

"Ken shares our commitment to sustainable and cost effective solutions for the smaller merchant," said Mr. Olson. "Once established on the Internet, business owners face the challenge of driving traffic and creating brand awareness which is an expensive and difficult task. The acquisition of SiteSell brings the final marketing and selling piece of the equation to BuyItOnline. No other online merchant offering is as carefully drawn or as complete."

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SiteSell.com's products and services include the books "Make Your Site Sell", "Make Your Knowledge Sell", "Make Your Price Sell", and "Make Your Words Sell", as well as five-day Masters Courses. In addition, the company has recently launched "Site Build It", an e-business system that focuses on driving targeted traffic and improving sales rates on a user's site.

The purchase includes an equal allocation of cash and shares. More specific details of the agreement were not disclosed.

SureFire Commerce Inc. (TSE: MTP) is a global business-to-business provider of proprietary e-commerce infrastructure solutions. SureFire Commerce is an international provider of secure online transaction processing services, targeting to process in excess of \$1 billion in transactions this fiscal year. SureFire Commerce's merchant enabling solutions provide telecommunications companies, Internet service providers, high traffic portals and financial institutions the ability to generate recurrent revenue streams for themselves and their small- and medium-sized business customers. SureFire Commerce is headquartered in Montreal, with offices in Ottawa and Boston.

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For further information visit www.surefirecommerce.com or contact:

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