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. 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:

October 1, 2002

Item 3. Press release:

A press release was issued in Montreal, Quebec on October 1, 2002 with respect to the material change.

Item 4. Summary of Material Change:

SureFire Commerce Inc. announces merger agreement with ebs Electronic Billing Systems AG and Mitch Garber appointed new CEO of SureFire Commerce Inc.

Item 5. Full Description of Material Change:

See Press Release attached hereto.

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. David Schwartz

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

or from

Roohi Saeed

BDDS / Weber Shandwick
at (514) 393-1180
or at sadeed@bdds.com

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

The foregoing accurately discloses the material change referred to herein.

DATED at Montreal, Quebec, this 3rd day of October, 2002.

SUREFIRE COMMERCE INC.

Per: *(signed) "David Schwartz"*
David Schwartz, Chief Financial Officer

PRESS RELEASE

SUREFIRE COMMERCE INC. ANNOUNCES MERGER AGREEMENT WITH ebs ELECTRONIC BILLING SYSTEMS AG

Mitch Garber appointed new CEO of SureFire Commerce

Montreal (Quebec), October 1st, 2002 –SureFire Commerce Inc. (TSX: FIR) today announced that it has signed a merger agreement with privately-held ebs Electronic Billing Systems AG (EBS), a leading European payment processor headquartered in Munich, Germany. The transaction will transform SureFire Commerce into a major force in the global payment processing market, with a strong management, customer base, supplier, and technology presence in both North America and Europe.

The transaction is subject to regulatory, stock exchange, shareholder and other approvals. The transaction is expected to close in early January 2003. Upon closing, SureFire Commerce will consolidate EBS' operations into its financial statements.

It is contemplated that upon completion of the transaction, SureFire Commerce is expected to acquire 100% of EBS in exchange for common shares of SureFire Commerce representing approximately 63% of the common shares of SureFire Commerce on a fully diluted basis. EBS Holding AG, the parent company of EBS, would be the largest shareholder of SureFire Commerce.

The transaction is to be completed in two phases. Initially, SureFire Commerce will acquire 51% of EBS in exchange for approximately 28 million newly issued shares of SureFire Commerce, representing approximately 21% of SureFire Commerce. Subsequently, pursuant to an option agreement in favour of EBS Holdings AG, the parent company of EBS, SureFire Commerce could prior to December 31st, 2003, exchange the remaining 49% of EBS for approximately 151 million newly issued shares of Surefire Commerce.

SureFire Commerce is listed on the Toronto Stock Exchange, and will remain headquartered in Montreal, with an equally strong presence in Munich, Germany. SureFire Commerce expects to make the necessary regulatory applications to consolidate its stock to create a more manageable public float.

EBS is a profitable, fast-growing company whose business model is similar to that of SureFire Commerce. Revenues, based on EBS' current run rate, are approximately $50 million annually and operating profit (EBITDA) , on the same basis, exceeds $10 million per year. Furthermore, EBS brings strong relationships with European banks, multi-currency processing, and the prospect of extending European domestic debit and electronic checking to SureFire Commerce's customer base and to its FirePay Personal Accounts product.

2. SUREFIRE COMMERCE INC. ANNOUNCES MERGER AGREEMENT WITH ebs ELECTRONIC BILLING SYSTEMS AG

"This merger returns SureFire Commerce to its place as a profitable leader in payment processing," said Mitch Garber, Executive Vice-President of Business Development at SureFire Commerce. "The merger once completed creates an international leader in the lucrative payment processing niche. The synergies and savings involved are considerable, including banking relationships, overhead reductions, and leveraging management and technologies. Based on current run rates, we expect that the combined entity will generate approximately $90 million dollars in revenue, with operating profit (EBITDA) before minority interests of more than $15 million dollars in the first year."

"This is an exciting merger from our perspective, and we believe the synergies, combined revenue, growth and profitability will generate substantial value to SureFire Commerce shareholders," said Paul Bauer-Schlichtegroll, majority shareholder of EBS Holding AG. "Joining with SureFire Commerce provides an excellent opportunity for EBS' clients, partners and employees. We believe that this merger creates an unparalleled global payments powerhouse. The combination of European and North American databases, payment gateways, bank relationships, risk management and scoring tools, and other major synergies are what make this merger unique," Mr. Bauer-Schlichtegroll concluded.

In addition, SureFire Commerce Board of Directors Chairman Steve Shaper announced today that SureFire Commerce President and CEO Rory Olson has resigned. Effective immediately, Mitch Garber, currently Executive Vice President of Business Development at SureFire Commerce, who led the merger negotiations for SureFire Commerce, will assume the positions of president and CEO.

"On behalf of the SureFire Commerce team, I thank Rory for his exemplary leadership, particularly in difficult times," said Mr. Shaper. "Rory has played a monumental role in SureFire Commerce's evolution into a leading payment processor with sophisticated technology and a strong, committed management team."

"My goals were to complete the rationalization plan and to stabilize SureFire Commerce onto a path of profitability," stated Mr. Olson. "Both of these goals have been achieved, and my work at SureFire Commerce, I feel, is therefore complete. I am confident that the Company and its shareholders will benefit greatly under Mitch Garber's leadership."

About SureFire Commerce Inc.

SureFire Commerce Inc. (TSX: FIR) is a global provider of proprietary payment processing services. The Company provides technology and services that businesses require to accept credit card and check payments. SureFire Commerce processes credit card payments for Internet, mail-order/telephone-order, and bill payment transactions, as well as processing checks online and by phone. Transactions are processed through SureFire Commerce's own secure transaction-processing engine located in the Company's exclusively controlled and managed data centre. The Company is headquartered in Montreal (Quebec), with a European presence through the EBS –Wirecard processing center in Munich, Germany. SureFire Commerce also has offices in Hull (Quebec) and London (England).

3. SUREFIRE COMMERCE INC. ANNOUNCES MERGER AGREEMENT WITH ebs ELECTRONIC BILLING SYSTEMS AG

About Electronic Billing Systems AG
www.ebs-ag.de
ebs Electronic Billing Systems AG (EBS) is a successful developer and provider of e-payment solutions which are customized to meet the requirements for all types of global e-commerce. The Company's product portfolio includes electronic online direct debiting, credit card clearing, risk management, payment solutions and various services including customer and merchant support to suit all aspects of multi-currency e-commerce worldwide. EBS is headquartered in Munich, Germany.

This news release contains certain forward-looking statements that reflect the current views and/or expectations of SureFire Commerce with respect to its performance, business, and future events. Such statements are subject to a number of risks, uncertainties, and assumptions. Actual results and events may vary significantly.

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

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