

MATERIAL CHANGE REPORT

**Filed pursuant to Section 75(2) of the *Securities Act*, Ontario
and corresponding provisions of the
securities legislation in other provinces**

1. **Reporting Issuer**

gearunlimited.com Inc.
1295 Eglinton Avenue East
Unit 11
Mississauga, ON L4W 3E6

2. **Date of Material Change**

November 14, 2000

3. **Press Release**

The press release reporting the material change was issued on November 14, 2000 through the Canadian Timely Disclosure dissemination network of Canada NewsWire in Toronto, Ontario.

4. **Summary of Material Change**

gearunlimited.com Inc. (the "Company") announced its intention to acquire Click-Into Inc., a privately owned full service provider of e-business solutions targeting the Federal Government and small to medium size enterprises.

5. **Full Description of Material Change**

Please refer to the press release of the Company dated November 14, 2000 which is incorporated by reference to this report and being filed herewith.

6. **Reliance on Section 75(3) of the Act**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Senior Officer**

Mr. Chris Cook, Chief Executive Officer, President and Director
(905) 624-5592

9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

SIGNED this 22nd day of November, 2000, at Toronto, Ontario.

gearunlimited.com Inc.

"Chris Cook"

Chris Cook
Chief Executive Officer, President
and Director

gearunlimited.com

1295 Eglinton Avenue East, Suite 11
Mississauga, Ontario
L4W 3E6

gearunlimited.com Announces Acquisition of CLICK-Into Inc.

Toronto, Wednesday, November 14, 2000

gearunlimited.com Inc., TSE symbol GU, announced today its intention to acquire Click-Into Inc., a privately owned Full Service Provider (FSP) of e-business solutions targeting the Federal Government and small to medium size enterprises. Click-Into has developed proprietary methodology to provide its clients with cost effective e-business applications and is a leading supplier of computer technology to the government with revenues of almost \$13 million last year. CLICK-Into has spent the last three years developing software that enables targeted communities to web-enable information, improve communication and commerce amongst its members. CLICK-Into sees itself as a link between consumer and retailer offering IASP to defined membership groups delivering content coupled with gearunlimited.com's commerce engine.

The acquisition will be done by way of a share exchange of gearunlimited stock through which gearunlimited will acquire 100% of CLICK-Into's common stock for 33 million shares.

The announcement was made jointly by the principal executives behind the acquisition, including Chris Cook, President and C.E.O. of gearunlimited.com, Al Muzar, Chairman of the Board of CLICK-Into Inc and Kevin Brook, President and C.E.O. of CLICK-Into Inc. CLICK-Into's management team and facilities will remain intact and have the mandate to continue the rapid growth.

"CLICK-Into brings to gearunlimited an exceptional management team, strong revenues, creative excellence and a growing customer base." said Chris Cook, President and C.E.O. "This new relationship with gearunlimited is a natural evolution for CLICK-Into," said Al Muzar, "and we are pleased to be part of gearunlimited.com." Upon completion of the acquisition of CLICK-Into, gearunlimited has agreed to appoint Al Muzar and Kevin Brook, the Chairman and CEO respectively of CLICK-Into Inc., to the board of directors of gearunlimited.com.

Completion of the transaction is subject to due diligence, shareholder approval and the usual regulatory authorizations including TSE approval. The share exchange is expected to close on or about the 22nd of November 2000.

Gearunlimited.com is a Canadian company which provides the action adventure sports community with content, equipment and related lifestyle products. gearunlimited.com's website offers a wide selection of premium action sports equipment from leading manufacturers such as Bolle, Columbia

Sportswear, Motorola, Mongoose Pro, Shimano, Jack Wolfskin and many others. gearunlimited.com is building its brand awareness, corporate strategy and technology positioning by focusing on the 5 C's of e-commerce: content, community, customer service, customization and commerce. Further information please contact:

CONTACT:

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The Toronto Stock Exchange has not reviewed nor accepted responsibility for the adequacy or accuracy of the contents of this news release which has been prepared by management.

Statements contained in this news release that are not historical facts are forward-looking statements as that term is defined in the private securities litigation reform act of 1995. Such forward-looking statements are subject to risks and uncertainties which could cause actual results to differ materially from estimated results. Such risks and uncertainties are detailed in the Company's filings with the Securities and Exchange Commission.