

Form 27

SECURITIES ACT (Ontario)

MATERIAL CHANGE REPORT UNDER SECTION 75(2) OF THE ACT

NOTE: This form is a guideline only. A letter or other document may be used if the substantive provisions of this form are complied with.

WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS “CONFIDENTIAL—S.75”.

ITEM 1 — Reporting Issuer:

State the full name and address of the principal office in Canada of the reporting issuer.

Advantex Marketing International Inc.
491 Eglinton Ave West, Third Floor
Toronto, Ontario M5N 1A8

ITEM 2 — Date of Material Change:

October 24, 2001

ITEM 3 — Press Release:

State the date and place(s) of issuance of the press release issued pursuant to section 75(1) of the Act.

A press release in respect of the material change was disseminated on October 24, 2001 through Canada NewsWire, Canadian Disclosure Network.

ITEM 4 — Summary of Material Change:

Provide a brief but accurate summary of the nature and substance of the material change.

The material change is fully described in the Company's press release attached hereto as Schedule "A", which press release is incorporated herein.

ITEM 5 — Full Description of Material Change:

Supplement the summary required under Item 4 with the disclosure, which should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

This description of the significant facts relating to the material change will therefore include some or all of the following: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the reporting issuer or its subsidiaries. Specific financial forecasts would not normally be required to comply with this form.

The above list merely describes examples of some of the facts, which may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation.

The material change is fully described in the Company's press release attached hereto as Schedule "A", which press release is incorporated herein.

ITEM 6 — Reliance on Section 75(3) of the Act:

If the report is being filed on a confidential basis in reliance on section 75(3) of the Act, state the reasons for such reliance.

The report is not being filed on a confidential basis.

INSTRUCTION:

Refer to section 75 of the Act and to the Regulation concerning continuing obligations in respect of reports filed pursuant to section 75(3) of the Act.

ITEM 7 — Omitted Information:

In certain circumstances where a material change has occurred and a material change report has been or is about to be filed but section 75(3) of the Act will no longer or will not be relied upon, a reporting issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be disclosed in full detail in the material change report.

State whether any information has been omitted on this basis and provide the reasons for any such omission in sufficient detail to permit the Commission to exercise its discretion pursuant to section 140(2) of the Act.

The reasons for the omissions may be contained in a separate letter filed as provided in section 4 of the Regulation.

No information has been omitted.

ITEM 8 — Senior Officers:

To facilitate any necessary follow-up by the Commission, give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom such senior officer may be contacted by the Commissions.

Allison L. Smith, President

ITEM 9 — Statement of Senior Officer:

Include a statement in the following form signed by a senior officer of the reporting issuer:—

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, in the Province of Ontario, this 24th day of October, 2001.

"Allison L. Smith"

Allison L. Smith, President

Schedule "A"



ADVANTEX

NEWS RELEASE

ADVANTEX APPOINTS NEW CHIEF FINANCIAL OFFICER

For Immediate Release
ADX: TSE

Toronto, October 24, 2001, - Advantex Marketing International Inc. ("TSE:ADX") is pleased to announce the addition of P. Michel Pepin, C.A. to the Company's senior management team as Vice President and Chief Financial Officer. In addition to leading Advantex's finance and accounting group, Mr. Pepin's mandate will include responsibility for spearheading the Company's investor relations activities.

Mr. Pepin brings over 17 years experience as a senior financial executive to his position with Advantex, recently as acting Chief Financial Officer and Chief Operating Officer for one of Canada's leading investor relations and financial communications firms. Prior to that, Mr. Pepin was Chief Financial Officer and Senior Vice-President of GPC International, a worldwide government and public relations consulting firm. Over the years, Mr. Pepin has held executive positions in leading corporations in the service industry and in government.

"We are committed to building shareholder value, an area in which Michel is expected to play an important role," said G. Randall Munger, Chairman and Chief Executive Officer. "Advantex has a strong loyalty marketing business with substantial opportunities for growth. We are pleased to welcome Michel to Advantex at this exciting time in our development and look forward to his contribution to our Company's success."

About Advantex Marketing International Inc.

Advantex Marketing International Inc. is a leading consumer marketing firm, specializing in coalition-based loyalty marketing programs. Advantex programs strengthen the relationships between major organizations and their valued customers, while building new and ongoing relationships between those customers and coalitions of affiliated merchants. Advantex partners include Air Canada, US Airways, The Canadian Imperial Bank of Commerce, The Bank of Nova Scotia, The New York Times, and other major North American corporations, as well as an extensive list of retailers, restaurants, golf courses, and resorts. Advantex is a public company, traded on the Toronto Stock Exchange under the symbol "ADX". For additional information on Advantex, please visit www.advantex.com.

For further information please contact:

Lisa S. Levstein
Director, Communications and Investor Relations
Tel: (416) 481-5657, ext. 260
E-mail: lisa.levstein@advantex.com