FORM 27
Securities Act (Ontario)

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

Item 1. Reporting Issuer

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

Item 2. Date of Material Change

A material change took place on July 11, 2002.

Item 3. Press Release

On July 11, 2002, a news release in respect of the material change attached hereto as Schedule "A" was disseminated through Canada NewsWire, Canadian Disclosure Network.

Item 4. Summary of Material Change

Subject to approval by the Toronto Stock Exchange, th board of directors of Advantex Marketing International Inc. adopted a shareholder rights plan, the materials terms of which are summarized in the press release attached as schedule "A" hereto.

Item 5. Full Description of Material Change

No information other than that provided in Item 4 above is presently available.

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

The report is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been omitted.

Item 8. Senior Officer

Allison L. Smith, President

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, in the Province of Ontario, this 11th of July, 2002.

Advantex Marketing International Inc.

"Allison L. Smith"
Per:______________________________
Allison L. Smith, President

Schedule "A"

ADVANTEX

NEWS RELEASE

ADVANTEX ANNOUNCES ADOPTION OF A SHAREHOLDER RIGHTS PLAN

For Immediate Release
ADX: TSX

Toronto, July 11, 2002 - Advantex Marketing International Inc. (TSX:ADX) announced today that its Board of Directors has adopted a Shareholder Rights Plan designed to encourage the fair treatment of its shareholders in connection with any take-over bid. The Rights Plan provides shareholders with more time to fully consider any unsolicited take-over bid and will allow the Board of Directors to pursue other alternatives, if appropriate, to maximize shareholder value.

The Rights Plan is subject to approval of the Toronto Stock Exchange and will be submitted to shareholders of the Corporation for ratification at the next annual meeting of shareholders. The Rights Plan, which will be in effect until July 10, 2007**,** was not adopted in response to any specific proposal to acquire control of Advantex.

The rights to be issued under the Plan become exercisable only when a person, including any associated or affiliated party of such person (the "Offeror"), acquires or announces its intention to acquire 20% or more of Advantex's outstanding common shares without complying with the "Permitted Bid" provisions of the Rights Plan or the approval of the Board of Directors. Should such an acquisition occur, each right entitles a holder, other than the Offeror, to purchase common shares of Advantex at a 50% discount to the market price.

A Permitted Bid is a bid made to all shareholders that is open for at least 90 days. If at the end of 90 days, at least 50% of the outstanding shares, other than those owned by the Offeror, have been tendered, the Offeror may take up and pay for the shares but must extend the bid for a further 10 days to allow other shareholders to tender. This provides shareholders with more time to consider the bid and any other options that may be available. The Board of Directors will also have more time to consider alternatives and to make recommendations to shareholders. Pursuant to the Rights Plan the Board of Directors also has the discretion to waive or amend certain terms of the plan.

About Advantex Marketing International Inc.

Advantex Marketing International Inc. is a leading diversified marketing services company, specializing in targeted customer development and retention solutions. The Company's suite of products and services includes strategic consultation, loyalty marketing, product sampling, direct-to-consumer marketing, data mining and analysis. Advantex works with hundreds of leading organizations including Air Canada Aeroplan, 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.

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For further information please contact:

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