

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 May 1, 2003.

Item 3. Press Release

On May 1, 2003, a news release in respect of the material change was disseminated through Canada NewsWire, Canadian Disclosure Network..

Item 4. Summary of Material Change

The material change is 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

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

G. Randall Munger, Chairman

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 2nd day of May, 2003.

Advantex Marketing International Inc.

"G. Randall Munger"

Per: _____
G. Randall Munger, Chairman

Schedule "A"



ADVANTEX

NEWS RELEASE

**UAL LOYALTY SERVICES AND ADVANTEX SIGN AGREEMENT TO
DEVELOP MILEAGE PLUS SHOPPING PROGRAM**

For Immediate Release
ADX: TSX

Toronto, May 1, 2003, - Advantex Marketing International Inc. (TSX:ADX) is pleased to announce that an agreement has been signed with UAL Loyalty Services to develop a shopping program for United Mileage Plus members offering mileage awards on purchases at local, regional and national retailers in multiple categories. There are more than 40 million enrolled members in the United Mileage Plus program.

"We expect the new Advantex Mileage Plus Shopping program to be a valuable new benefit for our Mileage Plus members providing more opportunities to earn miles on the ground," said Robert Sahadevan, Senior Vice President, Mileage Plus, UAL Loyalty Services, "Our relationship with Advantex began with our successful online shopping program, the Mileage Plus Mall www.mileageplusmall.com. We are pleased to be working with Advantex on this exciting in-store shopping benefit program, and look forward the launch of this important new initiative."

The benefit will also be available for Mileage Plus Visa cardmembers. They will automatically earn additional miles on their card purchases when shopping and using their Mileage Plus Visa card at participating merchants. United Mileage Plus members who do not carry a Mileage Plus Visa card can earn miles by pre-registering any credit card of their choice with Advantex. Advantex's streamlined award processing system eliminates the requirement for members to carry or present a secondary card to earn miles on their purchases. The program is scheduled to commence in the Fall of 2003.

G. Randall Munger, Chairman and Chief Executive Officer of Advantex stated, "We are very pleased to be expanding our relationship with UAL Loyalty Services. The United Mileage Plus membership base represents a very large and lucrative shopping consortium for retailers. The agreement will more than double the size of Advantex's cardholder customer base throughout North America and significantly increases our presence in the United States. The Advantex business model provides a proven means by which merchants on a local, regional and national level can put the power of frequent flyer miles to work to influence customer purchasing behavior."

- more -

Schedule "A"

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About United Mileage Plus

Enjoy award travel worldwide with Mileage Plus®. With over 40 million enrolled members, Mileage Plus has been voted the number one frequent flyer program by readers of Business Traveler for six years running. You can earn miles and redeem awards to over 800 destinations in more than 120 countries when you fly United or one of our 15 Star Alliance member airlines. Mileage Plus members can also earn and redeem miles with 10 partner airlines. Plus, earn miles when you stay at a hotel, rent a car, make a long-distance phone call, make a purchase on your Mileage Plus Platinum Visa®, shop or invest online - and more - with over 100 Mileage Plus partners around the world. For more information or to enroll, visit united.com/mileageplus. United Airlines operates more than 1,500 flights a day on a route network that spans the globe. News releases and other information about United can be found at the company's website at www.united.com.

About Advantex Marketing International Inc.

Advantex Marketing International Inc. is a leading marketing services company, specializing in coalition customer loyalty marketing programs. Advantex programs strengthen the relationships between data-rich organizations and their valued customers, while building new and ongoing relationships between those customers and networks of merchants, product marketers, and other service providers. Advantex clients include Air Canada Aeroplan, Bank of America, Canadian Imperial Bank of Commerce, The New York Times, UAL Loyalty Services, US Airways, 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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