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 29, 2003.

Item 3. **Press Release**

On May 29, 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 3rd day of June, 2003.

Advantex Marketing International Inc.

"G. Randall Munger"
Per:______________________________
G. Randall Munger, Chairman

SCHEDULE "A"

ADVANTEX

NEWS RELEASE

ADVANTEX REPORTS Q3 2003 RESULTS; MAJOR INITIATIVES LAUNCHING Q4 2003

For Immediate Release
ADX: TSX

Toronto, May 29, 2003 – Advantex Marketing International Inc. (TSX:ADX) announced today its third quarter results of fiscal 2003. Total gross sales in the quarter ended March 31, 2003 was $21,499,000, an increase of $2,171,000 or 11% above total gross sales of $19,328,000 in the same quarter last year. The increase is mainly attributable to the Company's Canadian customer loyalty marketing program where gross sales from merchant partners increased $2,012,000 year-over-year, despite the negative impact of severe winter conditions and geopolitical events on local economies and the travel and marketing industries overall.

The Company reported an operating loss (EBITDA) of $489,000 for Q3 2003, compared to an operating loss of $529,000 in Q3 2002. Net loss on continuing operations for the reporting quarter was $825,000 or $0.020 per share, compared to a net loss on continuing operations of $948,000 or $0.022 per share in Q3 2002. The reporting quarter includes the significant costs currently being incurred and expensed to expand the merchant base of the CIBC Aerogold Advantex Benefit beyond its current categories to include retailers, as well as establishing a U.S. merchant base for the Bank of America/US Airways Dividend Miles program. The Canadian retail program commenced mid-April 2003 and the U.S. program is scheduled to commence in June 2003.

"Advantex is in a growth stage with two major initiatives underway, both of which are launching in the final quarter of this fiscal year," said G. Randall Munger, Chairman and Chief Executive Officer of Advantex. "The Company improved its year-over-year quarterly results by more than $100,000, despite the costs incurred in the quarter to develop these long-term initiatives."

Mr. Munger continued, "There is a significant opportunity for revenue growth and profitability as Advantex expands its merchant partner base to include retailers in many shopping categories in Canada and the United States, effectively leveraging the infrastructure and relationships we have developed over the past years. The retail category represents a market many times larger than dining, our historic merchant focus. Our relationships with CIBC, Air Canada Aeroplan, US Airways, Bank of America, and United Mileage Plus represent a formidable platform for Advantex's expansion into the lucrative North American retail market."

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Consolidated gross sales for the nine-month period ended March 31, 2003 was $72,055,000 while nine-month gross sales in fiscal 2002 was $69,967,000, an increase of $2,088,000 or 3%. The Company reported a nine-month operating loss of $294,000 in fiscal 2003, compared an operating loss of $283,000 in fiscal 2002. The year-to-date net results were a loss of $1,387,000, compared to a loss of $1,600,000 in F2002 before discontinued operations (See Note 3 to the Financial Statements).

Cash on hand at the end of the quarter was $4,260,000. Capital expenditures in the third quarter was $253,000, mostly for computer hardware.

OUTLOOK

In last year's annual report, Advantex outlined its plan to diversify and expand its business both in terms of Channel Partner alliances, and the merchant categories from which it derives its income. The diversification strategy is resulting in a broadening of the Company's revenue base, leveraging its existing infrastructure, and decreasing its dependence on any one program or partner.

Canadian Expansion

In April 2003, Advantex successfully launched its planned expansion of the CIBC Aerogold ADVANTEX Benefit program, featuring Bonus Aeroplan Mile awards at retailers including Mendocino, Jacadi, Tachen!, Nygård, Bianca Nygård, Linda Lundstrom, Korry's, and more. Advantex will continue to work with CIBC and Aeroplan to expand the opportunities for members to earn miles on purchases.

This month, the Company will introduce an embedded Advantex Benefit into several selected premium CIBC Visa credit cards, providing bonus rewards specific to the loyalty currencies offered on each of these cards. Cardholders will automatically earn their bonus rewards on purchases at participating merchant partners. This initiative represents an expansion of the Company's relationship with CIBC.

U.S. Expansion

Advantex has secured multi-year agreements with US Airways and Bank of America to replicate its proven Advantex Benefit business model in the United States. The Advantex Benefit will be embedded in Dividend Miles Visa cards issued by Bank of America. Advantex will begin earning income from its US Airways Dividend Miles Rewards program in June 2003 as cardholders make purchases at participating merchants. The program is launching with a range of upscale brand name and specialty U.S. retailers.

The scope of the Company's initiatives in the United States expanded significantly with the recent signing of an agreement with UAL Loyalty Services (ULS) for a United Mileage Plus Shopping program available to more than 40 million Mileage Plus members. The Advantex Benefit will also be embedded into the Mileage Plus Visa card, automatically generating revenue for Advantex whenever the card is used at participating merchant partners. Mileage Plus members who do not carry a Mileage Plus Visa card will earn miles on purchases at participating merchants by registering a credit card of their choice with Advantex. Advantex will earn revenue whenever members use their registered credit card to make purchases at participating merchants. The program is scheduled to begin generating revenue in the second quarter of the Company's fiscal 2004.

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The combined credit cardholder base of these two U.S. airline frequent flyer programs more than triples the Company's current credit cardholder customer base, and establishes the critical mass in key markets required to build its programs in the United States. Both programs will be sold in combination, consolidating merchant partner acquisition costs, creating greater efficiencies in the sales process.

About Advantex Marketing International Inc.

Advantex Marketing International Inc. is leading marketing services firm, specializing in coalition-based 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 Aeroplan, Bank of America, CIBC, The New York Times, United Mileage Plus, 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 about Advantex, please visit **www.advantex.com**.

This press release may include statements about expected future events and/or financial results that are forward-looking in nature and subject to risks and uncertainties. Advantex cautions that actual performance will be affected by a number of factors, many of which are beyond its control. Future events and results may vary substantially from what Advantex currently foresees. Discussion of the various factors that may affect future results is contained in Advantex's recent filings with Canadian securities regulatory authorities.

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For further information please contact:

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ADVANTEX MARKETING INTERNATIONAL INC.

CONSOLIDATED BALANCE SHEETS (unaudited)

As at (in thousands)	**March 31, 2003** ($)	**June 30, 2002** ($)
ASSETS		
Current:		
Cash and cash equivalents	4,260	5,887
Accounts receivable	1,673	2,940
Purchased receivables	2,031	1,556
Inventory	908	1,051
Prepaid expenses and sundry assets	215	362
Deferred Financing Charges	58	328
	9,145	12,124
Long term:		
Capital and other assets	1,595	1,482
Total Assets	**10,740**	**13,606**
LIABILITIES		
Current:		
Accounts payable and accrued liabilities	4,349	4,028
Debentures payable (Note 4)	3,600	5,400
	7,949	9,428
SHAREHOLDERS' EQUITY		
Capital stock:		
Class A preference shares	4	4
Common shares (Note 4)	20,815	20,815
	20,819	20,819
Contributed surplus	60	60
Deficit	(18,088)	(16,701)
	2,791	4,178
Total Liabilities and Shareholders' Equity	**10,740**	**13,606**

ADVANTEX MARKETING INTERNATIONAL INC.

CONSOLIDATED STATEMENTS OF LOSS (unaudited)

	Three Months Ended March 31		Nine Months Ended March 31	
	2003	2002	2003	2002
(in thousands except loss per common share)	($)	($)	($)	($)
REVENUE				
Gross Sales	21,499	19,328	72,055	69,967
Cost of Sales	(19,487)	(17,445)	(64,566)	(62,581)
	2,012	1,883	7,489	7,386
OPERATING EXPENSES				
Selling	1,406	1,188	4,470	3,950
General and administrative	1,095	1,224	3,313	3,719
	2,501	2,412	7,783	7,669
OPERATING LOSS	(489)	(529)	(294)	(283)
Amortization	125	167	347	500
Interest	211	252	746	817
NET LOSS – Continuing Operations	(825)	(948)	(1,387)	(1,600)
NET LOSS – Discontinued Operations	-	(496)	-	(717)
Income Tax	-	29	-	49
NET LOSS	**(825)**	**(1,473)**	**(1,387)**	**(2,366)**
LOSS PER COMMON SHARE	**(0.02)**	**(0.033)**	**(0.031)**	**(0.052)**

ADVANTEX MARKETING INTERNATIONAL INC.

CONSOLIDATED STATEMENTS OF DEFICIT (unaudited)

Nine Months Ended March 31	2003	2002
(in thousands)	($)	($)
BALANCE AT THE BEGINNING OF THE YEAR	(16,701)	(13,437)
Net Loss	(1,387)	(2,366)
BALANCE AT THE END OF THE PERIOD	**(18,088)**	**(15,803)**

ADVANTEX MARKETING INTERNATIONAL INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)

(in thousands)	Three Months Ended March 31 2003 ($)	Three Months Ended March 31 2002 ($)	Nine Months Ended March 31 2003 ($)	Nine Months Ended March 31 2002 ($)
CASH WAS PROVIDED BY (USED IN):				
OPERATING ACTIVITIES				
Net Loss	(825)	(1,473)	(1,387)	(2,366)
Item not involving cash:				
Amortization of capital assets	125	167	347	500
Amortization of deferred financing charges	69	115	269	347
	(631)	(1,191)	(771)	(1,519)
Changes in non-cash working capital items	771	(647)	1,404	965
Cash provided by operating activities	140	(1,838)	633	(554)
FINANCING ACTIVITIES				
Debenture Payable	-	-	(1,800)	-
Private placement / exercise of warrants/options	-	-	-	1,980
Cash provided by (used in) financing activities	-	-	(1,800)	1,980
INVESTING ACTIVITIES				
Capital and other assets	(253)	(16)	(460)	(56)
Cash used in investing activities	(253)	(16)	(460)	(56)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(113)	(1,854)	(1,627)	1,370
Cash and Cash equivalents, beginning of period	4,373	7,953	5,887	4,729
CASH AND CASH EQUIVALENTS, END OF PERIOD	**4,260**	**6,099**	**4,260**	**6,099**
ADDITIONAL INFORMATION				
Interest paid	150	153	485	504

Notes to the consolidated financial statements for the period ended March 31, 2003 (unaudited)

1. The interim financial statements for the period ended March 31, 2003 have been prepared on a consistent basis with the Company's annual consolidated financial statements for the year ended June 30, 2002, except that the Company has adopted a new presentation format for its Consolidated Statement of Loss, and should be read in conjunction with the accounting policies and other disclosures in those consolidated financial statements. The enclosed consolidated financial statements do not include all the disclosures required by Canadian generally accepted accounting principles applicable to annual financial statements.

2. Effective July 1, 2002, the Company has prospectively adopted the recommendations published by the CICA relating to stock-based compensation. No compensation expense is recognized when stock options are issued to employees. The Company presents in a note, pro forma information on net earnings and earnings per share as if the fair value had been used to account for the underlying compensation cost. The Company uses the Black-Scholes option pricing model in order to calculate the fair value. Any stock options issued to non-employees are recognized as compensation cost at the fair value calculated using the Black-Scholes option pricing model. During the third quarter, the Company did not issue any stock options to employees.

Pro forma Net Income for the Nine Months Ended March 31, 2003

		E.P.S.
Net Loss	$ (1,387,000)	$ (0.01)
Black-Scholes options pricing – employees	16,000	0.000
Pro forma Net Income	$ (1,403,000)	$ (0.01)

3. The Company discontinued its unprofitable Samplex operations in the Unites States in fiscal 2002. All amounts reported in the current financial statements exclude the discontinued operations except where specifically indicated. The Company should not incur additional costs related to the discontinued operations as sufficient reserves for future expenses have been accounted for in the past fiscal year.

4. Subsequent to the end of the fiscal quarter, the company issued a $4,000,000 senior convertible debenture (the "convertible debenture") for net proceeds of $ 3,735,000 after issuance costs of $265,000. Issuance costs incurred will be deferred and amortized to income over the term to maturity of the debenture using the straight-line method. The proceeds from the issuance of the debenture was used to retire a previously issued $3,600,000 debenture with a maturity date of April, 26, 2003. Accrued and unpaid interest thereon amounted to approximately $112,500 and was settled from the proceeds of the convertible debenture.

   The convertible debenture bears interest at 10% per annum payable semi-annually and matures on April 25, 2008. The debenture is secured by a general security agreement over all of the assets of the Company and an assignment of insurance, with certain financial covenants to be maintained. The debentures are convertible in denominations of $10,000 at the holder's option, into common shares of the Company at the conversion price of $0.17 per common share (the "conversion option"). A total of 23,529,412 common shares may be issued upon conversion of the debenture. In connection therewith the Company also issued 1,000,000 Agents' Compensation Warrants (the "compensation warrants") which entitle the holder to purchase 1,000,000 common shares, expire on March 25, 2005 and are exercisable at a price of $0.17 per common share.

The Company derived the fair value of the conversion option and the compensation warrants using the Black-Scholes option pricing model and found the fair value of these financial instruments to be nominal. As a result, the convertible debenture will not be bifurcated into debt and equity portions and no issuance expense associated with the compensation warrants will be recognized in the financial statements. The following factors were applied in the Black-Scholes option pricing model:

Share price:	$0.10
Exercise price:	$0.17
Expected life of	
Conversion option	5 years
Compensation warrants	2 years
Volatility:	42.0%
Risk free interest rate:	4.11%

5. The segmented information is presented on the same basis as the information presented in the most recent annual financial statements (June 30, 2002).

(A) By geographical distribution (in thousands)

	For the quarter ended March 31, 2003			Year-to-date		
	Canada	U.S.	Consolidated	Canada	U.S.	Consolidated
Gross Sales						
2003	**21,230**	**169**	**21,499**	**71,394**	**661**	**72,055**
2002	**18,893**	**435**	**19,328**	**68,843**	**1,124**	**69,967**
Capital Assets						
2003				**1,595**		**1,595**
2002				**2,157**	**4**	**2,161**

(B) By operating group (in thousands)

	For the quarter ended March 31, 2003			Year-to-date		
	Advantex	Samplex	Consolidated	Advantex	Samplex	Consolidated
Gross Sales						
2003	**20,467**	**1,032**	**21,499**	**66,144**	**5,911**	**72,055**
2002	**18,469**	**859**	**19,328**	**64,941**	**5,026**	**69,967**
Amortization of Capital Assets						
2003	**99**	**26**	**125**	**279**	**68**	**347**
2002	**153**	**14**	**167**	**459**	**41**	**500**
Interest and Financing Charges						
2003	**191**	**20**	**211**	**613**	**133**	**746**
2002	**212**	**40**	**252**	**720**	**97**	**817**
Net Earnings (Loss)						
2003	**(496)**	**(329)**	**(825)**	**(1,098)**	**(289)**	**(1,387)**
2002	**(530)**	**(418)**	**(948)**	**(1,699)**	**99**	**(1,600)**
Total Assets						
2003				**5,620**	**5,120**	**10,740**
2002				**5,513**	**7,780**	**13,293**
Capital Asset Expenditures						
2003	**198**	**55**	**253**	**245**	**215**	**460**
2002	**13**	**3**	**16**	**44**	**12**	**56**