

**FORM 51-102F3**  
**Material Change Report**

**MATERIAL CHANGE REPORT UNDER SECTION 7.1(2) OR (3) OF  
NATIONAL INSTRUMENT NO. 51-102**

**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 March 7, 2005.

**Item 3.                    Press Release**

On March 7, 2005, 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 subsection 7.1(2) or (3) of National Instrument 51-102**

The report is not being filed on a confidential basis.

**Item 7.                    Omitted Information**

No information has been omitted.

**Item 8.                    Executive Officer**

Ron Cannata, Chief Financial Officer

Schedule "A"



ADVANTEX

NEWS RELEASE

**ADVANTEX MARKETING INTERNATIONAL INC.**

For Immediate Release  
ADX: TSX

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**Toronto, March 7, 2005**, - Advantex Marketing International Inc. ("TSX:ADX") announced today that the Company has exercised its right to purchase all of the issued and outstanding units of Advantex Systems Limited Partnership (the "Advantex Partnership") held by Madison Grant Limited Partnership III (the "MG Partnership"). The units have been purchased in exchange for an assignment of certain promissory notes totalling \$8,760,000 and the issuance of 8,000,000 common shares of the Company. Upon completion of the acquisition, a marketing agreement among the Company, the MG Partnership and the Advantex Partnership was terminated and, accordingly, the Company's financial commitment for marketing and promotion thereunder was also terminated.

**About Madison Grant Fund Inc.**

*Madison Grant Fund Inc. is a Canadian fund that establishes a unique structure of "Limited Partnerships" to provide a source of investment financing to thriving, publicly held companies. For more information visit [www.madisongrant.com](http://www.madisongrant.com) or call 416-251-3020.*

**About Advantex Marketing International Inc.**

*Advantex Marketing International Inc. is a leading loyalty marketing firm, specializing in knowledge-based customer loyalty and rewards programs. Advantex programs build new and repeat business for participating merchants and product marketers, from the most desirable customers of leading North American companies. The Company offers a comprehensive range of turn-key marketing services, including: strategic planning; program design, development and execution; multi-media communications; Internet and database services; data capture and award processing interfaces; analytics and reporting; creative design and production; and customer service. Advantex loyalty partners include Alaska Airlines, CIBC, Delta Air Lines, The New York Times, United Mileage Plus, US Airways, and other major North American corporations, as well as a growing list of restaurants, retailers, golf courses, small inns 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](http://www.advantex.com).*

For further information please contact:

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**Item 9.**

**Date of Report**

DATED at Toronto, in the Province of Ontario, this 8th day of March, 2005.