

**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 June 6, 2005.

Item 3. Press Release

On June 6, 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

Allison L. Smith, President

Item 9. Date of Report

DATED at Toronto, in the Province of Ontario, this 6th day of June, 2005.

Schedule "A"



ADVANTEX

NEWS RELEASE

ADVANTEX TAKES FIRST IMPORTANT STEP IN STRATEGIC PLAN; WILL SELL SAMPLEX GROUP

For Immediate Release
ADX: TSX

Toronto, June 6, 2005, - Advantex Marketing International Inc. (TSX:ADX) has announced its plans to sell the Samplex Group, the first step in a comprehensive strategic plan for the Company to strengthen its competitive position, streamline operations, and provide capital required to grow its loyalty marketing business.

The Company has reviewed offers for the Samplex business and is in advanced negotiations with a potential buyer. Net proceeds from the sale are expected to exceed \$3 million.

The multi-step strategic plan is the result of a year-long detailed assessment of the Company's core competencies, competitive strengths, growth opportunities, and operating costs by Advantex management and the Board of Directors. A decision was taken to focus Advantex on growing its leadership position in the burgeoning Canadian loyalty marketing sector and advancing the Company's online loyalty marketing business. As a result of this review, the Samplex Group was determined to be a non-core business unit and its sale will unlock its underlying value for the benefit of the Company's core business.

"This is the first of a series of initiatives to enhance Advantex's leadership position in the loyalty marketing sector, and strengthen our loyalty marketing platforms for future growth and profitability," said G. Randall Munger, Chairman and Chief Executive Officer. "We are confident of delivering improved value for our shareholders, strategic partners, employees and all other stakeholders as our strategic plans come to fruition."

About Advantex Marketing International Inc.

Advantex Marketing International Inc. is a leading loyalty marketing company, specializing in merchant-based customer loyalty and rewards programs. Advantex programs build new and repeat business for participating merchants 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 CIBC, United Mileage Plus, Delta Air Lines, The New York Times, Alaska Airlines, 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.

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For further information please contact:

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