Form 51-102F3
Material Change Report

MATERIAL CHANGE REPORT UNDER NATIONAL INSTRUMENT NO. 51-102

Item 1 Name and Address of Company

Advantex Marketing International Inc.
491 Eglington Avenue West
Third Floor
Toronto, ON M5N 1A8

Item 2 Date of Material Change

January 26, 2006

Item 3 News Release

On January 26, 2006, a news release in respect of a 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 releases attached hereto as Schedule "A", which press releases are 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

This report is not being filed on a confidential basis.

Item 7 Omitted Information

No information has been omitted.

Item 8 Executive Officer

G. Randall Munger, Chairman of the Board and Chief Executive Officer
(416) 481-5657

Item 9 Date of Report

January 27, 2006

SCHEDULE “A”

ADVANTEX

NEWS RELEASE

ADVANTEX TO RAISE CAPITAL FOR CANADIAN GROWTH INITIATIVES

For Immediate Release
ADX: TSX

Toronto, January 26, 2006, - Advantex Marketing International Inc. (TSX:ADX) today announced that it has engaged Notre-Dame Capital as its exclusive agent to raise up to $2,000,000 by way of a private placement of common shares of Advantex, subject to the filing of definitive transaction documentation. Under the terms of the private placement, Advantex will issue common shares at $0.081, the volume weighted average price (VWAP) for the five-days prior to the agreement. Proceeds from the private placement will be used for general working capital purposes and to fund growth initiatives in the Canadian market.

In addition, Advantex has engaged Notre-Dome Capital to act as its exclusive agent in offering a private placement of non-convertible secured debentures ("Debentures") of the Corporation, in an amount of up to approximately $5,000,000 which will rank behind the Company's currently outstanding convertible debentures. The non-convertible secured debentures will be sold with Common Share purchase warrants attached which if exercised in full would represent aggregate subscription proceeds equal to approximately fifteen percent (15%) of the value of the Debentures sold. Proceeds from the Debenture offering will be used to fund growth initiatives in the Canadian market such as expanding of the Company's current product offering and developing adjacent merchant vertical markets.

About Advantex Marketing International Inc.

Advantex Marketing International Inc. is a leading marketing services company, specializing in integrated marketing solutions for its Merchant and Channel Partner clients. Advantex offers a range of products and services including coalition loyalty rewards programs, online shopping malls, direct marketing, online and email promotion; and data capture and award processing systems. Advantex loyalty partners include CIBC, United Airlines, Delta Air Lines, The New York Times, and other major North American corporations, as well as a growing list of restaurants, online 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.

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.

- 30 -

For further information please contact:

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