

**FORM 27
SECURITIES ACT**

**MATERIAL CHANGE REPORT UNDER SECTION 118
OF THE SECURITIES ACT**

ITEM 1 Reporting Issuer:

WHATS-ONLINE.COM INC.
2929 West 43rd Avenue
Vancouver, B.C.
V6N 3J2

ITEM 2 Date of Material Changes:

January 20, 2000.

ITEM 3 Filing of Material Change Report with The Canadian Venture Exchange:

News Release dated January 20, 2000, was transmitted by Canada Stockwatch on January 20, 2000 and a Material Change Report will be filed with the CDNX on January 21, 2000, by SEDAR.

ITEM 4 & 5 Summary and Full Description of Material Changes:

See attached News Release dated January 20, 2000.

ITEM 6 Reliance on Section 118(2) of the Securities Act:

Section 118(2) is not being relied upon.

ITEM 7 Senior Officers:

Mr. David Clark-Wilson, President
Telephone: (604) 269-9622.

ITEM 8 Statement of Senior Officer:

The foregoing accurately discloses the Material Changes referred to herein.

Dated this 21st day of January, 2000.

"David Clark-Wilson" (signed)
DAVID CLARK-WILSON
President

for immediate
release

Whats-Online.com
Inc.
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For further
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*The Canadian
Venture
Exchange has
not reviewed
and does not
accept
responsibility
for the*

WHATS-ONLINE.COM INC. AFFILIATES TAKE FIVE OF TOP TEN PLACES IN CHRISTMAS RETAILING SURVEY

Thursday, January 20, 2000 (Vancouver, BC): Whats-Online.Com Inc. (CDNX: WHO) announces that five of their affiliates achieved top places in a survey of Christmas shopping by Media Metrix Inc..

SURVEY RESULTS – During the period 22nd November 1999 and 26th December 1999 the top ranked sites with their average daily unique visitors were; **Amazon.com** (5,693,000), **Ebay.com** (4,073,000), **Etoys.com** (1,662,000), **Barnesandnoble.com** (1,552,000), **Toysrus.com** (1,486,000) **Buy.com** (1,427,000) **CDnow.com** (1,416,000) **Egreetings.com** (1,116,000), **Expedia.com** (1,019,000) **Travelocity.com** (934,000). **Of these companies, Amazon, Etoys, Barnes and Noble, Toysrus and CDnow are affiliates of Whats-Online.Com.** Not only did they achieve five of the top ten positions but in addition, four of the top five places.

INFERENCE FOR WHATS-ONLINE.COM – The survey results reinforce the strength of the Whats-Online.Com Inc. Aggregate Affiliate Program. As Canadian businesses continue to develop their e-commerce ability they will be brought into the program on Canadian City sites. Whats-Online.Com is positioning itself globally to share a portion of the projected \$446billion e-commerce revenues by 2001 (as predicted by a recent study by The Keenan Report), some 25% of which is forecasted to be driven by partnership links. This aligns with a Forrester Research report of April 1999, which stated "Affiliate Programs are the most effective way to boost site traffic. On a scale of 1-5, Affiliate Programs were ranked at 4.3, while banners were ranked at 2.8".

GLOBAL EXPANSION – The Company has six locations currently in operation and further agreements in place in Edmonton and Calgary with Visuallinks.com, an established Internet development and directory company. The Company is forging an alliance with Greenchip Investments PLC, publicly traded and headquarters in London, U.K. to bring the technology and program to European marketplaces. Greenchip networks with technology investment groups in the internet, life science and environmental sectors. The strategic partnership promises much potential for both Whats-online.com and Greenchip shareholders.

NON-PROFIT ORGANIZATIONS – Whats-Online.Com Inc. has established partnership relationships with a number of Non-Profit organizations including; **The Salvation Army, Variety Club, Canuck Place, British Columbia Hospice Palliative Care Association, and others.** Whats-Online.Com Inc. is working with these organizations and others to develop the most effective strategy for each in terms of marketing and fundraising.

WHATS-ONLINE.COM INC. is an International Internet Marketing company, which has partnered with major non-profit and commercial organizations to create a **Loyalty Network** of buying using an affiliate program and a benefits and discount card program. The company's approach is ethically based, with a program structured to benefit Non-Profit groups. The company trades on the Canadian Venture Exchange under the symbol **WHO**.