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:**

April 18, 2000.

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

News Release dated April 18, 2000, was transmitted by Canada Stockwatch on April 18, 2000 and a Material Change Report will be filed with the CDNX on May 12, 2000, by SEDAR.

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

See attached News Release dated April 18, 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 12th day of May, 2000.

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

news

WHWHATS-ONLINE.COM INC.

(CDNX:WHO)

for immediate release

Whats-Online.com Inc.
2929 West 43 Ave.
Vancouver BC
Canada V6N 3J2
www.whats-online.com

For further information :
David Clark-Wilson
President
604.269.9622
dcw@whats-online.com

Media contact:

WHATS-ONLINE.COM INC. NEGOTIATES PRIVATE PLACEMENT

Tuesday, April 18, 2000 (Vancouver, BC) : Whats-Online.Com Inc. (CDNX: WHO) announces that the Corporation has entered into a non-brokered private placement of 1,000,000 Units at a discounted market price of $0.25 per Unit. Each Unit will consist of one common share and one non-transferrable share puchase warrant. Each whole share purchase warrant shall entitle the holder to purchase an additional common share of the Corporation at a price of $0.30 per share in the first year and $0.40 in the second year. Proceeds will be utilized to supplement working capital.

WHATS-ONLINE.COM's AFFILIATE PROGRAM – A recent survey by Media Metrix Inc. has reinforced the strength of the Whats-Online.Com Inc. Aggregate Affiliate Program. This survey showed that four of the top five e-commerce sites for the 1999 Christmas season were taken by Whats-Online.Com's affiliate partners ; **Amazon.com, Etoys.com, Barnesandnoble.com and Toysrus.com.** Whats-Online.Com is positioning itself globally to share a portion of the projected $446 billion 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". **Starbucks** are one of the latest online merchants to join the program.

GLOBAL EXPANSION – The Company has recently opened two more locations, Calgary and Edmonton, bringing the total to eight locations currently in operation. The Company's alliance with Greenchip Investments PLC, brings the technology and program to Europe.

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.***