

**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:

July 25, 2000.

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

News Release dated July 25, 2000, was transmitted by Canada Stockwatch on July 25, 2000 and a Material Change Report will be filed with the CDNX on August 1, 2000, by SEDAR.

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

See attached News Release dated July 25, 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 1st day of August, 2000.

“David Clark-Wilson” (signed)
DAVID CLARK-WILSON
President

WHATS-ONLINE.COM INC. NEGOTIATES PRIVATE PLACEMENT

Tuesday, July 25, 2000 (Vancouver, BC) : Whats-Online.Com Inc. (CDNX: WHO) announces that the Corporation has entered into a non-brokered private placement of 1,500,000 Units at a price of \$0.15 per Unit. Each Unit will consist of one common share and one non-transferable share purchase warrant. Each whole share purchase warrant shall entitle the holder to purchase an additional common share of the Corporation at a price of \$0.20 per share in the first year and \$0.25 in the second year. Proceeds will be utilized to supplement working capital. The private placement previously announced on April 18th 2000 was not proceeded with.

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**.

The Canadian Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.

For further information contact: David Clark-Wilson, President 604.269-9622
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