

**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 12, 2000.

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

News Release dated July 12, 2000, was transmitted by Canada Stockwatch on July 12, 2000 and a Material Change Report will be filed with the CDNX on July 31, 2000, by SEDAR.

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

See attached News Release dated July 12, 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 31st day of July, 2000.

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

**WHATS-ONLINE.COM INC.
COMPLETES DEAL WITH ORCA BAY FOR
25% DISCOUNT OFF CANUCK TICKETS
FOR WHO CARDHOLDERS**

Wednesday, July 12, 2000 (Vancouver, BC) : Whats-Online.Com Inc. (CDNX: WHO) is pleased to announce the completion of a business arrangement with Orca Bay Sports and Entertainment. Through Orca Bay, Whats-online.com Inc will select one NHL Canucks Hockey game per month ("Whats-online.com Canuck Hockey Night") to offer tickets to each and every WHO card holder at a discounted price.

Every WHO Card member will be invited to join this specific sporting event at a 25% reduction off regular prices by phoning Ticket-Master charge by phone line @ 604 280 4400, in person, at Ticket-Master booths in the Lower Mainland, or, right at the ticket window at GM Place. Simply by showing your WHO Card !

WHATS-ONLINE.COM CANUCK HOCKEY NIGHT SCHEDULE – will be made available for viewing directly on the website www.whats-online.com in the first week in August. There will be a total of seven Canuck games throughout the season offered. Tickets are not limited, but advanced booking for these events is highly recommended.

WHO CARDS - are available from Whats-online.com Inc. direct or from any one of the current WHO Card Benefit Program Members. These participants, and their benefits, are all listed on the Whats-online.com Inc.'s website www.whats-online.com .

WHATS-ONLINE.COM INC. is an International Internet Product and Services Marketing company that has partnered with major non-profit and commercial organizations to create a **Loyalty Network** of purchasing using an e-commerce affiliate program and a benefits and discount card program. The Company's approach is ethically based, with a program structured to benefit non-profit organizations. The Company's shares trade 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
email - dcw@whats-online.com