

Form 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Reporting Issuer

INTERCAP eCommerce Inc.
753 Whiston Court
Edmonton, Alberta T6M 2H6

ITEM 2 Date of Material Change

January 16, 2009

ITEM 3 News Release

News Release dated January 19, 2009 was issued and disseminated on January 19, 2009 through the services of Filing Services of Canada and filed on SEDAR on 19, 2009.

ITEM 4 Summary of Material Change

INTERCAP eCommerce Inc. (the “Company” or “Intericap”) announced change of director.

ITEM 5 Full Description of Material Change

Intericap announced that Jim (Junqiang) Ma has tendered his resignation from the Board of Directors effective January 16, 2009.

ITEM 6 Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

None

ITEM 7 Omitted Information

Not Applicable

ITEM 8 Executive Officer

Huifen Zhang
Chief Financial Officer and Corporate Secretary
Phone: (780) 487-9978

ITEM 9 Date of Report

January 19, 2009