

This is the form of a material change report required under Section 85(1) of the Securities Act and Section 151 of the Securities Rules.

Form 27

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. **Reporting Issuer**

BidCrawler.com Online Inc.

Item 2. **Date of Material Change**

July 17, 2000

Item 3. **Press Release**

Press Release dated July 17, 2000 and forwarded to Canada Stockwatch Magazine, George Cross Newsletter, Market News Publishing Ltd., Canada Corporate News, the Canadian Venture Exchange and the British Columbia Securities Commission.

Item 4. **Summary of Material Change**

BidCrawler.com today unveiled the first of its new consumer online auction aggregation sites as part of its international expansion plan

Item 5. **Full Description of Material Change**

BidCrawler.com today unveiled the first of its new consumer online auction aggregation sites as part of its international expansion plans. Users in Germany, the United Kingdom and Canada can now search the top online auctions in their specific geographic locations. Auction items will be listed in the currency of the country from which they originated, making it easier for overseas shoppers to make accurate purchasing comparisons. In addition, because users will be accessing auctions in their geographic area, shipping costs have the potential to be greatly reduced.

Germany, the UK and Canada were selected for the initial phase of the expansion because of the high online auction usage demonstrated in each of their respective geographic regions. "There is tremendous growth potential in the online auction space both within the US market and internationally", said BidCrawler.com president Greg Stone. "E-commerce is changing the way people shop and online auctions are a major part of this shift. Our technology is perfectly suited to meet the needs of shoppers worldwide who use online auctions and we plan to maximize this opportunity moving forward", Stone continued.

Because of this international trend, BidCrawler.com has an interest in boosting the online auction industry as a whole. While the European auction sites are showing clear signs of positive growth, they still need to increase eyeballs before they are on par with

their American counterparts. To help drive traffic to European online auction sites, BidCrawler.com is pursuing partnership agreements with several key sites.

Response to BidCrawler.com's initial international expansion phase has been positive. "We are very pleased to be working with a US company like BidCrawler.com," said AndSold.de Managing Director, Harald König. "This partnership drives traffic directly to our site and thus gives us a wider reach with a much broader audience", concluded König.

BidCrawler.com is also offering syndication opportunities to European portals. Syndication through BidCrawler will allow these portals to offer their users full auction search functionality at their site, which will enhance their "stickiness" and thus help drive traffic. "We are very enthusiastic about the partnership and syndication opportunities in Europe", said BidCrawler.com president Greg Stone. "It's obviously in our interest to encourage a thriving online auction industry. The BidCrawler tool is a perfect way to help people benefit from all that online auctions have to offer, while at the same time driving traffic to auction sites and thus encouraging the industry as a whole, worldwide", continued Stone.

BidCrawler.com is initiating its international expansion with B2C auction sites, but the company plans to enter the international B2B marketplace soon after it launches this functionality in the U.S. late this summer.

Item 6. **Reliance on Section 85(2) of the Act**

Not applicable.

Item 7. **Omitted Information**

Not applicable.

Item 8. **Senior Officers**

Vicki Gannon - Secretary - (604) 689-4600

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, BC, this 18th day of July, 2000.

"Vicki Gannon"
Vicki Gannon, Secretary