

ECLIPS INC.

MATERIAL CHANGE REPORT

1. Reporting Issuer

Principal Address

ECLIPS Inc.
75 First Street, Suite 260
Orangeville, Ontario
L9W 5B6

2. Date of Material Change

April 23, 2004

3. Publication of Material Change

A press release, a copy of which is attached as Schedule A hereto, was released through the facilities of the CCNMatthews disclosure network on April 26, 2004.

4. Summary of Material Change

The Corporation announced the completion of its previously announced non-brokered private placement. Pursuant to the private placement the Corporation issued 2,265,000 units at a price of \$0.10 per units raising gross proceeds of \$226,500. Each unit consisted of one common share of the Corporation and one common share purchase warrant. Each warrant is exercisable for a two year period to acquire one common share of the Corporation at a price of \$0.20 per share.

The Corporation also announced that it has also reached agreement with Mr. Garth Ballantyne, an arm's length business consultant, to issue 133,333 common shares at a deemed price of \$0.15 per share in satisfaction of \$20,000 in consulting fees currently owing to him for services rendered. The transaction is subject to all necessary regulatory approvals, including the approval of the TSX Venture Exchange.

5. Full Description of the Material Change

See Schedule A attached hereto for a full description of the material change.

6. Reliance on Confidentiality Provisions of Applicable Legislation

Not applicable.

7. Omitted Information

Not applicable.

8. Senior Officers

The following senior officer of ECLIPS Inc. may be contacted for additional information:

David W. Childs
President
ECLIPS Inc.
75 First Street, Suite 260
Orangeville, Ontario
L9W 5B6

Tel: (416) 573-4955

9. Statement of Senior Officer

The foregoing accurately discloses the material changes referred to herein.

DATED at Toronto, Ontario, this 26th day of April, 2004.

(signed)

David W. Childs, President

SCHEDULE A

NEWS RELEASE

ECLIPS INC.
Suite 260, 75 First Street
Orangeville, Ontario L9W 5B6

FOR IMMEDIATE RELEASE

ECLIPS ANNOUNCES CLOSING OF PRIVATE PLACEMENT

ORANGEVILLE, Ontario, April 26, 2004 – ECLIPS Inc. (the "Corporation") is pleased to announce that it has completed a non-brokered private placement raising gross proceeds of \$226,500. The proceeds of the placement will be used for general working capital. Under the placement, the Corporation issued 2,265,000 units at a price of \$0.10 per unit, with each unit consisting of one common share of the Corporation and one common share purchase warrant. Each warrant is exercisable for a two-year period at a price of \$0.20 per share. All securities issued under the placement are subject to a 4 month hold period.

The Corporation has also reached agreement with Mr. Garth Ballantyne, an arm's length business consultant, to issue 133,333 common shares at a deemed price of \$0.15 per share in satisfaction of \$20,000 in consulting fees currently owing to him for services rendered. The transaction is subject to all necessary regulatory approvals, including the approval of the TSX Venture Exchange.

About ECLIPS

ECLIPS holds an exclusive master licence for Canada and right of first refusal for the United States of proprietary Internet search software developed by Toronto-based AgentShopper Inc. for use in the travel, tourism and hospitality industries. The software is a unique application that allows users to quickly search multiple Internet websites with a single mouse click and only requires data to be entered once regardless of how many supplier websites are searched.

FOR FURTHER INFORMATION CONTACT:

David Childs, President Ph: (416) 573-4955
E-mail: dwchilds@allstream.net

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