

FORM 27

MATERIAL CHANGE REPORT

Subsection 75(2) of the Securities Act (Ontario);
Subsection 118(1) of the Securities Act (Alberta);
Subsection 67(1) of the Securities Act (British Columbia);
Securities Act (Manitoba);
Securities Act (Quebec)

1. **Reporting Issuer**

Travelbyus.com Ltd.
204 - 3237 King George Hwy
South Surrey, B.C.
V4P 1B7

2. **Date of Material Change**

November 3, 1999

3. **Press Release**

A press release with respect to the material change referred to in this report was issued in White Rock, British Columbia on November 3, 1999. A copy of the press release is attached to this report.

4. **Summary of Material Change**

Travelbyus.com Ltd. announced that Bill Kerby has been appointed as the Vice-Chairman of the Board of Travelbyus and has resigned as President of Travelbyus. Bill Kerby will continue to act as Chief Executive Officer of Travelbyus. Jon Snyder has been appointed as the President of Travelbyus and John Fenyes has been appointed as the Executive Vice-President and Chief Operating Officer of Travelbyus. John Fenyes has also agreed to act as a director of Travelbyus and has been so elected. These appointments are subject to The approval of the Toronto Stock Exchange.

5. **Full Description of Material Change**

Travelbyus.com Ltd. announced that Bill Kerby has been appointed as the Vice-Chairman of the Board of Travelbyus and has resigned as President of Travelbyus. Bill Kerby will continue to act as Chief Executive Officer of Travelbyus. Jon Snyder has been appointed as the President of Travelbyus and John Fenyes has been appointed as the Executive Vice-President and Chief Operating Officer of Travelbyus. John Fenyes has also agreed to act as a director of Travelbyus and has been so elected. These appointments are subject to The approval of the Toronto Stock Exchange.

Joanne Smith has also been appointed as the Senior Vice President, Marketing and Sales of Travelbyus.

The operations of Travelbyus will now be centred in Reno, Nevada.

6. **Reliance on** Subsection 75(2) of the Securities Act (Ontario); Subsection 118(1) of the Securities Act (Alberta); Subsection 67(1) of the Securities Act (British Columbia); Securities Act (Quebec); Securities Act (Manitoba).

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Senior Officer**

For further information contact: William Kerby, Chief Executive Officer and Vice-Chairman of the Board at (604) 541-2400.

- 10 **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this _____ day of November, 1999.

Per: _____
John H. Craig
Secretary