

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*.

**BC FORM 53-901F  
(Previously Form 27)**

*Securities Act*

**MATERIAL CHANGE REPORT**

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

NOTE: If this report is filed on a confidential basis, put at the beginning of the report in block capitals "CONFIDENTIAL - SECTION 85", and file in an envelope marked "Confidential – Attention: Supervisor, Financial Reporting".

**Item 1: Reporting Issuer**

*CareerExchange Interactive Corp.  
1040-885 West Georgia Street  
Vancouver, B.C. V6C 3E8*

**Item 2: Date of Material Change**

*February 14, 2002*

**Item 3: Press Release**

*February 14, 2002 – Canada Newswire*

**Item 4: Summary of Material Change**

The Board of CareerExchange Interactive Corp. is pleased to announce the company has appointed David Sloves to the Advisory Board

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

**CareerExchange Appoints David Sloves to Advisory Board**

SAN FRANCISCO, CALIFORNIA, February 14, 2002 – The Board of CareerExchange Interactive Corp. is pleased to announce the appointment of David Sloves to the Advisory Board.

“David is a successful entrepreneur who has grown his IT business to over US\$25 million in annual sales. CareerExchange is currently experiencing significant growth and we believe someone with David’s track record is key to the success of our company going forward” states Jason Moreau, President and CEO of CareerExchange.

David founded Desktop Products, Inc. and has served as its President and CEO since 1985. During this period, the company has profitably grown to more than US\$25-million per year in revenue with more than fifty employees in three locations. From 1983-1984, he was the Director of Sales and Marketing for One Point Corporation, a national software reseller based in Walnut Creek, California. David graduated magna cum laude with a B.A. in International Economics from Claremont McKenna College, Claremont, California in 1981.

David has been an active member of Keiretsu Forum since its inception and has provided advisory services to numerous small, fast growth organizations. He has active involvement in successfully designing and deploying technology for education, non-profit and government usage and in integrating technology with responsible environmental policy.

Mr. Sloves will receive 50,000 stock options at an exercise price of \$0.28 with a 5 year term.

About CareerExchange and SonicRecruit

Six year old CareerExchange is an internet-based recruiting solutions company providing a direct exchange of information between job seekers and employers. CareerExchange currently has over 70,000 resumes in its database and over 300 clients including: Investors Group, Edward Jones, American Express, Holloway Schulz & Partners, Selkirk Financial, Corporate Recruiters, Kforce.com, ON Semiconductor, the University of Southern California, Hall Kinion, and Manpower. CareerExchange has partnerships with Yahoo!, AltaVista, Jobbank USA, and America's Job Board. CareerExchange's SonicRecruit product provides employers with the ability to extend their recruiting efforts by creating a career section on their corporate web site allowing all internal and external job seekers to search for and apply to jobs online. Additional features give users the ability to schedule tasks, create an efficient workflow, track the results of interviews or recruiting events, and to prepare detailed analyses of the company's recruiting efforts. To find out more about CareerExchange Interactive Corp. (CDNX: CRX), visit our website at [www.careerexchange.com](http://www.careerexchange.com)

#### **Item 6: Reliance on section 85 (2) of the Act**

N/A

#### **Item 7: Omitted Information**

N/A

#### **Item 8: Senior Officers**

*Joel Rutherford, Director and Corporate Secretary – Tel: 604.688.5194*

*Jason Moreau, President and CEO – Tel: 510.845.3595*

#### **Item 9: Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated this 14th day of February, 2002 at Vancouver, BC.

BY: “JOEL RUTHERFORD”

Corporate Secretary

JOEL RUTHERFORD

(Please print here name of individual whose  
signature appears above.)