

## **MATERIAL CHANGE REPORT**

UNDER SECTION 118(1) OF THE SECURITIES ACT (ALBERTA)  
AND SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)

### **Item 1: Reporting Issuer**

*State the full name and address of the principal office in Canada of the reporting issuer.*

CAREEREXCHANGE INTERACTIVE CORP.  
1040 - 885 West Georgia Street  
Vancouver, B.C. V6C 3E8  
Telephone: (604) 688-5194

### **Item 2: Date of Material Change**

*State the date of the material change.*

May 1, 2002

### **Item 3: Press Release**

*State the date and place(s) of issuance of the press release issued under section 85 (1) of the Securities Act (British Columbia).*

May 1, 2002 by Filing Services Canada Inc. of Calgary, Alberta.

### **Item 4: Summary of Material Change**

*Provide a brief but accurate summary of the nature and substance of the material change.*

CareerExchange Interactive Corp. (CRX.CDNX), ([www.careerexchange.com](http://www.careerexchange.com)) is pleased to announce it has retained the services of Agora Internet Relations Corp. ([www.agoracom.com](http://www.agoracom.com)) to conduct comprehensive web based investor relations for a period of 12 months.

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

*Supplement the summary required under Item 4 with the disclosure that should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.*

*This description of the significant facts relating to the material change will therefore include some or all of the following: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a*

*general comment on the probable impact on the reporting issuer or its subsidiaries. Specific financial forecasts would not normally be required to comply with this form.*

*The above list merely describes examples of some of the facts that may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation.*

CareerExchange Interactive Corp. (CRX.CDNX), ([www.careerexchange.com](http://www.careerexchange.com)) a leading provider of solutions for human resource departments, job recruitment firms and job seekers, is pleased to announce it has retained the services of Agora Internet Relations Corp. (Agora) ([www.agoracom.com](http://www.agoracom.com)) to conduct comprehensive web based investor relations for a period of 12 months.

The objective of the agreement is two-fold. First, by utilizing Agora's powerful web based communications tools, CareerExchange management now has the ability to communicate with investors more effectively and more quickly than through traditional means. For example, Agora's e-mail solution allows investors to now participate in the process of conducting management interviews and preparing regular corporate updates, while receiving such communications more effectively. In addition, Agora's monitored investment discussion forum for CareerExchange investors provides investors and management the ability to communicate in real-time, while eliminating chat forum market manipulation tactics employed by unscrupulous investors.

Second, by implementing a comprehensive marketing campaign throughout Agora's heavily trafficked financial portal, CareerExchange will be exposed to large and targeted audience of potential new investors.

Jason Moreau, President and CEO of CareerExchange Interactive Corp. stated, "The time has now arrived to take our story to the investing public and substantially increase our level of communication and awareness. We recognize the Internet as a very effective tool in accomplishing these goals and Agora's extensive on-line investor reach will be a huge factor in achieving them."

George Tsiolis, President, Agora Internet Relations Corp. stated, "CareerExchange has proven itself as an established participant in its space and is now poised for growth in the years to come. Agora has long proven that such business success, combined with consistent and open communication between management and its stockholders, provides a public company with the best prospects for long-term share appreciation. We are especially enthused by the company's long-term commitment and vision towards investor communications. It is a sign of great confidence that CareerExchange shareholders should find encouraging and refreshing. "

Agora will receive a fee of \$US 1,300 per month. In addition, subject to regulatory approval, Agora will be granted a stock option to purchase 75,000 shares of Career Exchange at \$0.28 per share. The stock option will only vest on May 1, 2003 and will expire 3 years after that date.

#### *About Agora Internet Relations Corp.*

AGORA Internet Relations Corp. (Agora) has specialized in on-line investor communications and surveillance since 1997. By leveraging the power of its high-traffic web site and superior discussion forum model ([www.agoracom.com](http://www.agoracom.com)) , as well as, unique e-mail communication tools, Agora maximizes the resonance of its' clients corporate message. Furthermore, on-line

surveillance tactics insure clients do not become the victim of stock manipulation and misinformation campaigns. Combined, the inevitable result is a stable and growing investor base and share price that provides clients with the best possible financing terms, hiring of quality personnel, growth by acquisition or outright sale.

*About CareerExchange Interactive Corp.*

Six year old CareerExchange ([www.careerexchange.com](http://www.careerexchange.com)) is an internet-based recruiting solutions company providing a direct exchange of information between job seekers and employers. CareerExchange currently has over 90,000 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)

The Canadian Venture Exchange does not accept responsibility for the adequacy or accuracy of this news release.

For further information:

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[www.agoracom.com](http://www.agoracom.com)

**Item 6: Reliance on section 85 (2) of the Securities Act (British Columbia)**

*If the report is being filed on a confidential basis in reliance on section 85 (2) of the Securities Act (British Columbia) (or similar provisions of other jurisdictions where this report is being filed), state the reasons for that reliance.*

*Instruction:*

*For continuing obligations regarding reports filed under this subsection, refer to section 85 (3) of the Securities Act (British Columbia) and Part 3.4 of the SEDAR Filer Manual.*

N/A

**Item 7: Omitted Information**

*In certain circumstances where a material change has occurred and a material change report has been or is about to be filed but section 85 (3) of the Securities Act (British Columbia) will no longer or will not be relied upon, a reporting issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be disclosed in full detail in the material change report.*

*State whether any information has been omitted on this basis and provide the reasons for any omission in sufficient detail to permit the Commission to exercise its discretion under section 169 (4) of the Securities Act (British Columbia).*

*The reasons for the omission may be contained in a separate letter filed in an envelope marked "Confidential – Attention: Supervisor, Financial Reporting".*

N/A

**Item 8: Senior Officers**

*Give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom the Commission may contact that senior officer.*

Joel Rutherford, Secretary and Director, tele: 604-688-5194.

**Item 9: Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated this 8<sup>th</sup> day of May, 2002 at Vancouver, BC.

CAREEREXCHANGE INTERACTIVE CORP.

BY: “Joel Rutherford”

Secretary & Director  
(Official Capacity)

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