

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 14, 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 14, 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.'s SonicRecruit (<http://www.sonicrecruit.com/>) product, the leading provider of Web-Based Applicant Tracking Software (ATS), and infoGIST(TM) by Intelligent Algorithms, the leading provider of Web-Windows direct sourcing tools, form a partnership to integrate their products.

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.'s SonicRecruit (<http://www.sonicrecruit.com/>) product, the leading provider of Web-Based Applicant Tracking Software (ATS), and infoGIST(TM) by Intelligent Algorithms, the leading provider of Web-Windows direct sourcing tools, form a partnership to integrate their products.

The partnership brings together SonicRecruit, CareerExchange's industry-leading ATS product, with infoGIST(TM) Resume infoFinder Platinum software. With Platinum, SonicRecruit users can find candidates who meet specific skills criteria in both free and commercial resume banks, company and college web sites, Internet communities and Internet search engines. Through the seamless integration of Platinum into the SonicRecruit Tracking System, the recruiter can save the resume information for candidates of interest.

"The addition of infoGIST(TM) will give users of SonicRecruit the ability to search through millions of active and passive job seeker resumes, increasing the chances of hiring the best suited candidates," said Jason Moreau, President of CareerExchange Interactive.

"Teaming with SonicRecruit is a natural partnership for infoGIST(TM) and can benefit recruiters who use both products" said Ron Crompton, VP of Business Development for infoGIST(TM).

"Platinum is a tool that effectively automates the time-consuming aspects of Internet direct sourcing while SonicRecruit effectively automates the recruiter's enterprise wide recruiting processes. Through the seamless integration of both products, recruiters can save time and money", added Crompton.

About infoGIST(TM)

infoGIST(TM) Resume infoFinder Platinum, an Internet recruiting productivity tool, is designed to save time and simplify candidate sourcing. With Platinum, recruiters can find relevant resumes within minutes from over 350 Internet sites including Free and Fee Resume Banks, Internet Search Engines, College sites and popular News Sites.

About CareerExchange Interactive Corp.

CareerExchange Interactive Corp. is an internet-based recruiting solutions company providing a direct exchange of information between job seekers and employers.

SonicRecruit improves the effectiveness of recruiting and screening, speeds the hiring process, and reduces recruiting costs. It requires no expensive hardware or software. It is very simple to use, requires virtually no training, and can be effectively implemented in a matter of days.

CareerExchange.com, the career board and resume database service, currently has over 100,000 resumes in its resume database and over 300 clients including: Investors Group, Edward Jones, American Express, Holloway Schulz & Partners, Corporate Recruiters, Kforce.com, ON Semiconductor, the University of Southern California, and Manpower. CareerExchange has partnerships with Yahoo!, AltaVista, and America's Job Bank.

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

For further information:

CareerExchange Interactive Corp., (CDNX: CRX)

ir@CareerExchange.com

<http://www.careerexchange.com>

Agora Internet Relations Corp.

CRX@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 15th 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.)