

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.
1525 – 625 Howe Street
Vancouver, B.C. V6C 2T6
Telephone: (604) 688-6775

Item 2: Date of Material Change

State the date of the material change.

May 29, 2003

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 29, 2003 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. announces its first quarter results for the three months ended March 31, 2003, the appointment of a new secretary, the grant of a stock option and a proposed amendment to its stock option plan.

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.tsx) is pleased to announce its results for its first quarter ended March 31, 2003.

During the three months ended March 31, 2003, CareerExchange incurred a net loss of \$71,009, compared to a net loss of \$76,769 for the three months ended March 31, 2002. The net loss includes an accrual of stock based compensation expense to employees, consultants and directors.

The Company recorded sales of \$255,916 for the three months ended March 31, 2003 compared to \$201,678 for the three months ended March 31, 2002.

Expenses for the three months ended March 31, 2003 were \$326,925 in comparison to \$278,447 reported in the three months ended March 31, 2002.

As at March 31, 2003, the Company had a working capital deficiency of \$271,519. CareerExchange's cash and cash equivalents were \$128,390 at March 31, 2003 compared to \$161,088 at December 31, 2002. Accounts receivable at March 31, 2003 were \$155,163 compared to \$276,731 as at December 31, 2002. Deferred Revenue as of March 31, 2003 was \$411,541 compared to \$495,490 as at December 31, 2002.

Appointment of New Officer, Grant of Stock Option and Other Business

Management is pleased to announce the appointment of James L. Harris as the secretary of the Company. Mr. Harris is a Vancouver lawyer with extensive experience in the fields of securities and corporate law.

In addition, the Company announces the grant, subject to TSX Venture Exchange approval, of a stock option to purchase up to 75,000 shares, exercisable at a price of \$0.20 per share for a term of five years. The grant of the stock option is being made under the terms of the Company's stock option plan.

At the Company's upcoming annual general meeting to be held on June 13, 2003, shareholders will be asked to approve an amendment to the Company's Share Option Plan to increase the number of options that may be granted under the Plan from 2,372,500 to 2,477,625. This amendment is also subject to regulatory approval.

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.

Jason Moreau, President, tele: 604-862-0909.

Item 9: Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated this 29th day of May, 2003 at Vancouver, BC.

CAREEREXCHANGE INTERACTIVE CORP.

BY: “Jason Moreau”

President
(Official Capacity)

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