

## **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.*

March 15, 2004

### **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).*

March 15, 2004 in Vancouver, BC through Stockwatch and Marketnews.

### **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 a private placement to raise \$500,000.

### **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-V), a leading provider of recruiting software solutions, today announced that the Company has negotiated a private placement of 2,000,000 units at \$0.25 each, each unit consisting of one common share of CareerExchange and one warrant, each warrant entitling the holder to purchase one share of CareerExchange for \$0.28 for two years.

Bolder Investment Partners, Ltd. (“Bolder”) will receive a cash finder’s fee equal to 8% of the amount raised by Bolder, and that number of warrants, with the same terms as the unit warrants, equal to 20% of the units placed by Bolder.

The gross proceeds of \$500,000 will be used by the Company for sales, advertising and marketing expansion of the Company’s business, and for working capital purposes. The private placement is subject to regulatory approval.

CareerExchange Interactive Corp. (CRX:TSX-V) provides innovative recruiting products and services to corporations, recruiting agencies and candidates. Through its flagship products, SonicRecruit and CareerExchange.com, the Company facilitates direct exchange of information between job seekers and employers to speed the hiring process. SonicRecruit, a premier applicant tracking system, improves recruiting effectiveness through applicant management and job requisition management and reduces administration quickly and cost-effectively. CareerExchange.com offers job board posting and resume database services to corporations. CareerExchange.com has over 150,000 resumes in its resume database and hundreds of clients.

#### **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.*

James Harris, Secretary, tele: 604-688-6775.

**Item 9: Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated this 15<sup>th</sup> day of March, 2004 at Vancouver, BC.

CAREEREXCHANGE INTERACTIVE CORP.

BY: “James Harris”

Secretary  
(Official Capacity)

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