FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 - Name and Address of Company

RareMethod Capital Corp.
Suite 500, 1812 – 4th Street S.W.
Calgary, Alberta T2S 1W1

Item 2 - Date of Material Change

The date of the material change was February 1, 2005.

Item 3 - News Release

The material change was disclosed in a news release dated February 9, 2005 disseminated via Canada NewsWire.

Item 4 - Summary of Material Change

See item 5.

Item 5 - Full Description of Material Change

RareMethod Capital Corp. ("Rare Method") acquired Axion Integrated Marketing Inc. ("Axion"), a Calgary based event marketing services firm. Axion uses its proprietary software to enhance guest experiences with an event photo opportunity, followed by a post event online communication. The purchase price for Axion includes the issuance of common shares and assumption of debt on closing, and future common share issuances if certain revenue milestones are achieved over a three-year period. "The Axion purchase is another step in our long term strategy of becoming one of Canada's dominant interactive marketing firms," says Rare Method President Roger Jewett. "Like interactive marketing, event marketing is a rapidly growing sector with highly fragmented competition. Axion's business is a natural extension of our existing interactive marketing business, as its software is used to initiate online communication with event guests." "Joining the Rare Method group is an exciting opportunity for us," says Axion President Sean Gerke. "Combining their exceptional strategy, creative and online marketing skills with our event marketing services will enhance our platform for future growth within the event industry." Jewett explained that Axion's proprietary software platform (iThread) has several modules. The most popular module (iThread Experience Mail) is used to engage guests with a fun and interactive activity. The software is used to capture a digital photo of the guest experience, acquire guest data and to send a branded email after the event. The program allows clients to capture guest data, send emails, track their marketing and measure the results. "We intend to cross sell Rare Method creative and interactive marketing services to Axion's clients as well as grow Axion's sports and event marketing business by integrating their proprietary software into campaigns for Rare Method's clients," says Jewett. Axion's clients are primarily in the United States and include FedEx, MCI, Ford, and Champ Car World Series. Axion's services and technology have been used at numerous high profile events including the Super Bowl XXXIX, Indy 500, PGA, NASCAR and Formula One. Axion's average revenue per year over the past four years is in excess of $400,000.

Item 6 - Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

This report is not being filed on a confidential basis.

Item 7 - Omitted Information

There is no omitted confidential information.

Item 8 - Executive Officer

The following individuals may be contacted for more information:
Mr. Evan Spiropoulos, Chairman, Rare Method (403) 543-4500 evan@raremethod.com
Mr. Neil Bousquet, APR, PR Rare Method (403) 256-8834 neil@raremethod.com

Item 9 - Date of Report

Dated March 31, 2005

News release via Canada NewsWire, Calgary 403-269-7605

Attention Business Editors:
Rare Method Acquires Axion Integrated Marketing Inc.

CALGARY, Feb. 9 /CNW/ - RareMethod Capital Corp. ("Rare Method") today announced it has expanded the scope of its interactive business by acquiring Axion Integrated Marketing Inc. ("Axion"), a Calgary based event marketing services firm. Axion uses its proprietary software to enhance guest experiences with an event photo opportunity, followed by a post event online communication.

The purchase price for Axion includes the issuance of common shares and assumption of debt on closing, and future common share issuances if certain revenue milestones are achieved over a three-year period.

"The Axion purchase is another step in our long term strategy of becoming one of Canada's dominant interactive marketing firms," says Rare Method President Roger Jewett. "Like interactive marketing, event marketing is a rapidly growing sector with highly fragmented competition. Axion's business is a natural extension of our existing interactive marketing business, as its software is used to initiate online communication with event guests."

"Joining the Rare Method group is an exciting opportunity for us," says Axion President Sean Gerke. "Combining their exceptional strategy, creative and online marketing skills with our event marketing services will enhance our platform for future growth within the event industry."

Jewett explained that Axion's proprietary software platform (iThread) has several modules. The most popular module (iThread Experience Mail) is used to engage guests with a fun and interactive activity. The software is used to capture a digital photo of the guest experience, acquire guest data and to send a branded email after the event. The program allows clients to capture guest data, send emails, track their marketing and measure the results.

"We intend to cross sell Rare Method creative and interactive marketing services to Axion's clients as well as grow Axion's sports and event marketing business by integrating their proprietary software into campaigns for Rare Method's clients," says Jewett.

Axion's clients are primarily in the United States and include FedEx, MCI, Ford, and Champ Car World Series. Axion's services and technology have been used at numerous high profile events including the Super Bowl XXXIX, Indy 500, PGA, NASCAR and Formula One. Axion's average revenue per year over the past four years is in excess of $400,000.

About RareMethod Capital Corp.

Rare Method (TSX-V: RAM) is a leading Canadian interactive marketing firm that uses its in-house talents to design, build, implement and optimize strategic interactive marketing programs that acquire, convert and retain customers. Rare Method services include interactive marketing consulting, web and online applications development, award-winning traditional and digital creative, search engine marketing, strategic email marketing, sales and marketing data analysis, campaign performance optimization, broadcast audio and video production and on hold messaging (On Air division). www.raremethod.com. In 2005, Rare Method was recognized by Alberta Venture magazine as one of Alberta's fastest growing companies.

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/For further information: Mr. Evan Spiropoulos, Chairman, Rare Method (403) 543-4500, evan(at)raremethod.com; Mr. Neil Bousquet, APR, PR Rare Method (403) 256-8834, neil(at)raremethod.com/

(RAM.)

CO: RareMethod Capital Corp.

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