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 January 31, 2005 and approved by TSX-Ven Bulletin dated April 21, 2005.

Item 3 - News Release

The material change was disclosed in a news release dated March18, 2005 disseminated via Canada Newswire.

Item 4 - Summary of Material Change

See item 5.

Item 5 - Full Description of Material Change

Rare Method further strengthened its interactive marketing team with the acquisition of Calgary-based Powerlines Strategic Marketing and Communications. Powerlines is led by Jim Freeman, a seasoned advertising executive with more than 30 years of experience in the advertising, strategic marketing, direct marketing and communications.

The purchase price for Powerlines includes the issuance of common shares and payment of cash on closing, and future common share issuances if certain revenue milestones are achieved over a two-year period.

“Jim Freeman brings considerable experience to the Rare Method team,” explains Roger Jewett, Rare Method’s President. “He has a history of developing successful marketing and communications programs that delivered measurable business results for his clients.” Powerlines President Jim Freeman adds: “We focus on developing the right marketing strategy and implementation process for our clients. We know what works and what does not. In most situations, we subcontract aspects of a project to our network of suppliers. As Rare Method provides a wide range of interactive marketing services, the majority of this work will now be handled in house, resulting in better service to our clients.”

Powerlines clients include Canada BrokerLink, Sport Swap, RL Brews (electrical wholesaler), Calgary Flames, The Nature Conservatory of Canada and Harmony Park Developments (real estate developer). Powerlines’ average annual Gross Income over the past four years was approximately $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:
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Mr. Neil Bousquet, APR, PR Rare Method (403) 256-8834 neil@raremethod.com

Item 9 - Date of Report

Dated April 26, 2005