

</TABLE>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<TABLE>
<CAPTION>

Table with 15 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price, 3. Transaction Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative, 9. Number of Derivative Securities, 10. Ownership Form, 11. Nature of Ownership. Row 1: Warrant to Purchase Common Stock, \$2.42, 1/11/02, J, 165,288, 1/11/02, 1/11/04, Common Stock, 165,288 (1), 165,288, D(1).

</TABLE>

Explanation of Responses:

(1) This warrant was issued to Commonwealth Associates, L.P. ("Commonwealth") by eB2B Commerce, Inc. (the "Company") in consideration of services performed by Commonwealth in connection with a private placement of the Company's securities which closed January 11, 2002. The general partner of Commonwealth is Commonwealth Associates Management Company, Inc. ("CAMC"). Michael S. Falk is the Chairman and principal shareholder of CAMC, which is the principal partner of Commonwealth. Mr. Falk disclaims beneficial ownership of the securities held by Commonwealth other than that portion which corresponds with his interest in Commonwealth.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Commonwealth Associates, L.P.
By: Commonwealth Associates Management Company, Inc.

/s/ Joseph Wynne March 7, 2002
** Signature of Reporting Person Date
Joseph Wynne
Chief Financial Officer

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

JOINT FILER INFORMATION AND AUTHORIZATION

Name: Commonwealth Associates Management Company, Inc.
830 Third Avenue
New York, New York 10022
Designated Filer: Commonwealth Associates, LP
Issuer & Ticker Symbol: eB2B Commerce, Inc. (NASD SmallCap: EBTB)

Statement Month/Year: January 2002

Signature: /s/ Joseph Wynne

Joseph Wynne, Chief Financial Officer

Name: Michael S. Falk
830 Third Avenue
New York, New York 10022

Designated Filer: Commonwealth Associates, L.P.

Issuer & Ticker Symbol: eB2B Commerce, Inc. (NASD SmallCap: EBTB)

Statement Month/Year: January 2002

Signature: /s/ Michael S. Falk

Michael S. Falk