FORM 27
SECURITIES ACT
MATERIAL CHANGE REPORT UNDER SECTION 67(1) OF THE ACT

1. **Reporting Issuer**
   FirstClass Systems Corporation

2. **Date of Material Change**
   28th November 1997

3. **Press Release**
   The press release was issued on the 28th November 1997 and was disseminated by Stockwatch.

4. **Summary of Material Change**
   Announcement of granting of incentive stock options under existing.

5. **Full Description of Material Change**
   Subject to regulatory approval, the Issuer wishes to grant options to employees of the Issuer under its Incentive Share Option Plan as follows:
   Nanette Jacques Employee 20,000 28th November 2002 expiry
   Phillip Lambert Employee 40,000 28th November 2002 expiry
   Vicki Catterall Employee 20,000 28th November 2002 expiry
   Anne Tilbury Employee 10,000 28th November 2002 expiry
   Brian Tongue Employee 10,000 28th November 2002 expiry

   The price of the options shall be $0.75 or such other price as may be approved by the Vancouver Stock Exchange.

6. **Reliance on Section 67(2) of the Act**
   This report is not being filed on a confidential basis.

7. **Omitted Information**
   No information has been intentionally omitted from this form.

8. **Senior Officers**
   Michael Leedham
   Director
   Telephone: (604) 538-7246

9. **Statement of Senior Officer**
   The foregoing accurately discloses the material change referred to herein.

Dated at White Rock on the 8th day of December, 1997.

FIRSTCLASS SYSTEMS CORPORATION

Per: *"Michael Leedham"*
Michael Leedham
Director