

**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**

15 February 2000

**3. Press Release**

The press release was issued on the 15 February 2000 and was disseminated by Stockwatch.

**4. Summary of Material Change**

Announcement of private placement to raise \$700,000.

**5. Full Description of Material Change**

Issue 1.2 million units to raise \$300,000 in a brokered private placement with Canaccord Capital Corporation. Each 25c unit consists of one common share and a half share purchase warrant to purchase a common share at 30c within 12 months from the date of issue of the warrant. There is an 8% commission payable. Broker warrants of 10% exercisable within 12 months, and 50,000 shares issued to corporate finance.

Issue 1.2 million units to raise \$400,000 in a non-brokered private placement. Each 25c unit consists of one common share and a half share purchase warrant to purchase a common share at 30c within 12 months from the date of issue of the warrant. There will be a 6% finders fee on the first \$300,000.

The proceeds from this issue will be used for sales & marketing and working capital purposes.

**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**

Kulwant Sandher  
Chief Financial Officer  
Telephone: (604) 592-0552

**9. Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated at Surrey on the 18<sup>th</sup> day of February, 2000.

**FIRSTCLASS SYSTEMS CORPORATION**

Per:

*"Kulwant Sandher"*  
*Chief Financial Officer*