

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

21 February 2000

3. Press Release

The press release was issued on the 21 February 2000 and was disseminated by Stockwatch.

4. Summary of Material Change

Announcement of private placement to raise \$195,000.

5. Full Description of Material Change

The Company has arranged a non-brokered private placement of 750,000 units at 26c per unit to raise \$195,000. Each unit will consist of one common share and one half share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of 35 cents per share for 12 months following the date of issue of the warrant.

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 25th day of February, 2000.

FIRSTCLASS SYSTEMS CORPORATION

Per:

"Kulwant Sandher"
Chief Financial Officer