

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

11 July 2000

3. Press Release

The press release was issued on the 11 July 2000 and was disseminated by Stockwatch.

4. Summary of Material Change

Announcement of the appointment of Bruce Stewart as Director, Chief Operating Officer and Acting President.

5. Full Description of Material Change

The company is pleased to announce the appointment of Mr. Bruce A. Stewart as Chief Operating Officer. In addition, Mr. Stewart will also be assuming the duties and responsibilities of Acting President when Mr. Ken Tongue steps down from that position on July 17th. Mr. Stewart was formerly Vice President at Gartner Group Inc., a \$700 million US-based research/ advisory firm specializing in IT applications.

"We are extremely pleased to have attracted such a high caliber talent as Bruce Stewart to help expand our business," said Ken Tongue, Chairman of FirstClass Systems. "Bruce will provide valuable leadership as FirstClass continues to work to increase it's global presence in the ever expanding eLearning marketplace. His industry knowledge and operational experience will be invaluable as FirstClass strives to service the growing needs of the North American, European and Asian markets."

Mr. Stewart's tenure with Gartner began in 1994 as Director, Management of Technology Research Group based in Stamford, CT. Mr. Stewart also served as Vice President, Business Management of IT in Toronto and was positioned in Europe from 1998-1999 negotiating European alliances and introducing Gartner's IT Executive Program. Mr. Stewart was active as an educator and facilitator to multinationals including ABN Amro, Barclays Bank and Microsoft on the role of the New Economy and IT applications in creating business opportunities.

"I am honored to become part of the team that will lead FirstClass in becoming a prominent leader in the eLearning sector. I believe that FirstClass Systems has the infrastructure, products and in-house talent to provide tailored, technology driven education and training solutions to meet customer requirements. I am excited about this business model", said Bruce Stewart.

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 19th day of July, 2000.

FIRSTCLASS SYSTEMS CORPORATION

Per:

“Kulwant Sandher”
Chief Financial Officer