

**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**

20 July 2000

**3. Press Release**

The press release was issued on the 20 July 2000 and was disseminated by Stockwatch.

**4. Summary of Material Change**

Announcement of granting incentive stock options.

**5. Full Description of Material Change**

Subject to regulatory approval, the Issuer wishes to grant options to directors, employees and consultants of the Issuer under its incentive stock option plan as follows:

<b>Name</b>	<b>Position</b>	<b>Number</b>	<b>Expiry</b>
Ron Marteniuk	Director	50,000	21 July 2002
Bruce Stewart	Director, COO	100,000	21 July 2002
Kevin Cornell	Director, Chairman	100,000	21 July 2002
IMC	Consultants	172,000	21 July 2002

The exercise price of the options will be \$0.39 and are subject to approval by the Canadian Venture 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**

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 8<sup>th</sup> day of August, 2000.

**FIRSTCLASS SYSTEMS CORPORATION**

Per:

*"Kulwant Sandher"*  
*Chief Financial Officer*