

This is the form of a material change report required under section 85(1) of the *Securities Act* (British Columbia) and section 118(1) of the *Securities Act* (Alberta).

FORM 27

SECURITIES ACT

MATERIAL CHANGE REPORT

1. Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer.

FirstClass Systems Corporation
Suite 119 – 7565 132nd Street
Surrey, B.C.
V3W 1K5

2. Date of Material Change

October 5, 2000

3. Press Release

The press release was issued on October 6, 2000 and was disseminated by Stockwatch.

4. Summary of Material Change

The Company announced the first closing of a brokered private placement of 2,175,000 units at a price of \$0.20 per unit, for total proceeds of \$435,000. Each unit consists of one common share in the capital of the Company and one non-transferable, callable share purchase warrant. One warrant will entitle the holder to buy an additional share in the capital of the Company until October 5, 2001, or until the warrants are called by the Company, at a price of \$0.25 per share for the first four months, and at a price of \$0.30 per share for the remaining eight months of the twelve month period.

5. Full Description of Material Change

See attached press release

6. Reliance on Section 85(2) of the *Securities Act* (British Columbia) or Section 118(2) of the *Securities Act* (Alberta)

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**

Bruce Stewart, Chief Operating Officer & Acting President (604) 592-0552

9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia, on October 10, 2000.

FirstClass Systems Corporation

Per: (original signed by)
Bruce Stewart,
Chief Operating Officer & Acting President