

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

8th December 2000

3. Press Release

The press release was issued on the 8th December 2000 and was disseminated by Stockwatch.

4. Summary of Material Change

Announcement of Bruce Stewart as President of FirstClass Systems Corporation.

5. Full Description of Material Change

The company is pleased to announce the appointment of Mr. Bruce A. Stewart as President. Mr. Stewart was formerly the Company's Chief Operating Officer and previous to Mr. Stewart joining FirstClass Systems, he was the Vice President at Gartner Group Inc., a \$854 million US-based research/ advisory firm specializing in IT applications.

"Bruce had assumed the role of Acting President upon joining FirstClass earlier this year. In this role Bruce has demonstrated the leadership FirstClass will need to expand and manage the company as we move forward." said Kevin Cornell, Chairman of FirstClass Systems. "Bruce will continue to provide valuable leadership as FirstClass increase's its global presence in the exploding eLearning marketplace. His industry knowledge and operational experience will be proven invaluable as FirstClass strives to service the growing needs of the global online training 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 honoured to lead the team at FirstClass Systems, and will continue to ensure that FirstClass becomes a prominent leader in the eLearning sector. FirstClass Systems has the infrastructure, products and in-house talent to provide eLearning solutions to meet customer requirements", said Bruce Stewart

About Bruce A. Stewart

Bruce A. Stewart is an internationally recognized authority on the subject of extracting value from technology, and has conducted numerous workshops and executive education programs. His life-long participation in education, includes founding education programs at IBM in both Canada and the United States, and serving as a adjunct professor in the University of Toronto's Faculty of Management.

Mr. Stewart is a former independent consultant serving the needs of the New York financial community, as well as Canada's leading software developers and businesses. Mr. Stewart is a former Director of the National Data Centre for the CBC, and has also worked for CIBC, Amdahl Canada and the Government of Ontario. He holds an MA. in Philosophy from the University of Toronto.

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 13th day of December, 2000.

FIRSTCLASS SYSTEMS CORPORATION

Per:

"Kulwant Sandher"
Chief Financial Officer