

Xillix Technologies Corp.

BC FORM 53-901F
(Previously Form 27)

Securities Act

MATERIAL CHANGE REPORT

Item 1. Reporting Issuer

Xillix Technologies Corp. (the "Issuer")
100 – 13775 Commerce Parkway
Richmond, British Columbia

Item 2. Date of Material Change

March 31, 2003

Item 3. Press Release

A press release was issued at Richmond, British Columbia on April 1, 2003.

Item 4. Summary of Material Change

The Issuer announced on April 1, 2003 that the shareholders, at the Issuer's Annual and Extraordinary General Meeting held on March 31, 2002, approved an increase to the maximum number of shares issuable under the Employee Stock Option Plan of 2,000,000 shares, for a total of 5,750,000 Common shares.

The Issuer announced on April 1, 2003 that the shareholders also approved the deemed change of control of the Issuer which occurred under TSX policies as a result of the Private Placement which closed on October 31, 2002 and the termination of the escrow agreement dated as of October 31, 2002 among the Issuer, the TSX, Working Opportunity Fund (EVCC) Ltd. and Growth Works Access Fund Limited Partnership.

The Issuer also announced on April 1, 2003 that the Issuer's Shareholder Rights Plan adopted January 24, 1997 and amended and restated on June 8, 2000 had expired at the close of the Issuer's Annual and Extraordinary General Meeting in accordance with its terms.

Item 5. Full Description of Material Change

See the press release dated April 1, 2003.

Item 6. Reliance on Section 85(2) of the Act

Not Applicable.

Item 7. Omitted Information

Not Applicable.

Item 8. Senior Officers

The following senior officer of the Company is knowledgeable about the material change and may be contacted respecting the change:

Cynthia Roney, President and Chief Executive Officer
(604) 278-5000

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Richmond, British Columbia this 7th day of April, 2003.

Signed – Michael Perri

Michael Perri
Vice President, Chief Financial Officer
and Corporate Secretary



NEWS RELEASE

For Immediate Release

April 1, 2003

Xillix Shareholders Approve Resolutions at AGM **-- 2003 Plans for Onco-LIFE™ Global Commercialization On Track --**

Richmond, B.C. –Xillix Technologies Corp. (TSX:XLX), a world leader in fluorescence endoscopy, today announced results of its Annual/Extraordinary General Meeting held March 31, 2003.

At the meeting, the Shareholders approved the following resolutions:

- Shareholders approved an increase to the maximum number of Common shares issuable under the Employee Stock Option Plan by 2,000,000 shares from 3,750,000 Common shares to a total of 5,750,000 Common shares.
- Shareholders approved the deemed change of control of Xillix, which occurred under the policies of the Toronto Stock Exchange (TSX) and the termination of the escrow agreement required in connection with the deemed change of control, among Xillix, the TSX, Working Opportunity Fund (EVCC) Ltd. and GrowthWorks Access Fund Limited Partnership.

Concurrent with the close of the meeting, Xillix's Shareholder's Rights Plan adopted January 24, 1997 and amended and restated on June 8, 2000 expired in accordance with its terms.

In addressing Xillix's shareholders, Ms. Cynthia Roney, President and CEO, confirmed that 2003 plans for global commercialization of Xillix's latest product Onco-LIFE remain on track. Upcoming milestones include:

- International multi-centre clinical trial for the lung cancer application of Onco-LIFE beginning mid-2003.
- Submission of a Pre-Market Approval (PMA) Supplement to the US Food and Drug Administration (FDA), upon completion of the lung cancer clinical trial.
- Simultaneous with the US FDA approval activities, preparation for regulatory approvals in Europe, Canada and other major markets to initiate international sales of Onco-LIFE by year-end 2003.

Clinical trials and regulatory submissions for the gastrointestinal (GI) cancer application of Onco-LIFE will follow lung cancer trials. Ms. Roney also announced that Xillix is in the process of establishing a new, wholly-owned, US subsidiary to facilitate the Company's regulatory activities in the United States.

Xillix Technologies Corp., a Canadian medical device company, is a world leader in fluorescence endoscopy for improved cancer detection. The Company's first-generation product, Xillix LIFE-Lung, achieved US FDA approval in 1996 following clinical trials, which demonstrated 171% improvement in physicians' ability to detect lung cancer compared with traditional white-light endoscopy alone. Xillix is preparing for clinical trials and international regulatory approvals for its latest product, Onco-LIFE™. Onco-LIFE incorporates fluorescence and white-light in a single endoscopy system for use in both lung and GI cancer application and features "plug and play" compatibility with a wide range of endoscopes and endoscopic accessories for global market acceptance.

The Company is listed on the Toronto Stock Exchange under the trading symbol "XLX".

For more information, visit our website at <http://www.xillix.com>

or contact: Shane Gendron, Investor Relations/Executive Assistant (604) 278-5000, e-mail: ir@xillix.com

Note: Certain of the statements contained in this press release contain forward-looking statements which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The Company does not expect to update forward-looking statements continually as conditions change. Investors are referred to the full discussion of risk factors associated with the Company's business contained in the Company's Annual Information Form filed with securities regulatory authorities dated May 3, 2002.

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XILLIX TECHNOLOGIES CORP.

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