

FORM 53-901F  
(Previously Form 27)

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 75(2)  
OF THE SECURITIES ACT (ONTARIO), SECTION 85(1) OF  
THE SECURITIES ACT (BRITISH COLUMBIA),  
SECTION 118(1) OF THE SECURITIES ACT (ALBERTA)

**NOTE:** *This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.*

**NOTE:** *Every report required to be filed under Section 85(1) of the Securities Act (the "Act") must be sent to the British Columbia Securities Commission (the "Commission") in an envelope addressed to the Commission and marked "Continuous Disclosure".*

**NOTE:** *WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS, PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL – SECTION 85" AND PLACE EVERYTHING THAT IS REQUIRED TO BE FILED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION AND MARKED "CONFIDENTIAL".*

*NOTE ALSO THAT FOR A SEDAR FILING, THE PRESS RELEASE SHOULD BE FILED AS A SEPARATE DOCUMENT FROM THE FORM 53-901F.*

**Item 1. Reporting Issuer**

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

Versatile Mobile Systems (Canada) Inc.  
400-1190 Homer Street  
Vancouver, B.C. V6B 2X6

**Item 2. Date of Material Change**

April 22, 2002.

**Item 3. Press Release**

*State the date and place(s) of issuance of the press release issued under section 85(1) of the Act.*

The Press Release dated April 22, 2002 was forwarded to the Canadian Venture Exchange and disseminated via BCE Emergis.

A copy of the Press Release is attached as Schedule "A".

**Item 4. Summary of Material Change**

*Provide a brief but accurate summary of the nature and substance of the material change.*

The Company releases preliminary financial results for the quarter ended March 31, 2002.

**Full Description of Material Change**

*Supplement the summary required under item 4 with the disclosure which should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also item 7.*

*The description of the significant facts relating to the material change will therefore include some or all of the following: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the reporting issuer or its subsidiaries. Specific financial forecasts would not normally be required to comply with this form.*

*The above list merely described examples of some of the facts which may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation.*

The Company estimates revenue for the third quarter ended March 31, 2002 to be within a range of \$5.3 to 5.6 Million. This is compared to revenue of \$4.2 Million in the second quarter and \$3.1 Million in the first quarter of 2001. VMS estimates the loss from operations before tax and amortization of goodwill and intangible assets for the third quarter to be approximately \$200,000, compared to a loss of \$1.2 Million in the second quarter and a loss of \$1.3 Million in the first quarter of 2001. These figures exclude any results with respect to the operations of RangeGate as the previously announced acquisition has yet to close. VMS expects to release results during the week of May 6th, 2002.

For a full description of the material change, see Schedule "A".

**Item 5. Reliance on Section 85(2) of the Act and equivalent sections of other jurisdictions**

*If the report is being filed on a confidential basis, state the reasons for such reliance.*

Not Applicable.

**Item 6. Omitted Information**

*In certain circumstances where a material change has occurred and a material change report has been or is about to be filed but section 85(3) of the Act will no*

*longer or will not be relied upon, a reporting issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be disclosed in full detail in the material change report.*

*State whether any information has been omitted on this basis and provide the reasons for any omission in sufficient detail to permit the Commission to exercise its discretion under section 169(4) of the Act.*

*The reasons for the omission may be contained in a separate letter filed as provided in section 151 of the Rules.*

Not Applicable.

**Item 7. Senior Officer**

The following Senior Officer of the Company is available to answer questions regarding this report.

Martin Hope  
Chief Financial Officer  
(604) 683-2915

**Item 8. Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, B.C., this 22<sup>nd</sup> day of April, 2002.

INC.

**VERSATILE MOBILE SYSTEMS (CANADA)**

**Per:**

***“Martin Hope”***  
**Martin Hope,**  
**Chief Financial Officer**



## Press Release

### **VERSATILE MOBILE SYSTEMS RELEASES PRELIMINARY THIRD QUARTER RESULTS**

**Vancouver, BC, April 22, 2002** — Versatile Mobile Systems (Canada) Inc. (CDNX:VMS), a global provider of mobile commerce solutions that connect enterprise applications to wireless devices, today released preliminary financial results for the quarter ended March 31, 2002.

Based upon preliminary information, VMS estimates revenue for the third quarter ended March 31, 2002 to be within a range of \$5.3 to 5.6 Million. This is compared to revenue of \$4.2 Million in the second quarter and \$3.1 Million in the first quarter of 2001. VMS estimates the loss from operations before tax and amortization of goodwill and intangible assets for the third quarter to be approximately \$200,000, compared to a loss of \$1.2 Million in the second quarter and a loss of \$1.3 Million in the first quarter of 2001. These figures exclude any results with respect to the operations of RangeGate as the previously announced acquisition has yet to close. VMS expects to release results during the week of May 6<sup>th</sup>, 2002.

The revenue to date was derived from over 200 accounts including customers such as Michaels, Nordstrom Inc, Eddie Bauer, Albertson's Inc, Publix Supermarkets Inc, K&L Distributors, Keebler, UPS Logistics, Ocado and Cadbury Schweppes.

"Our sales pipeline continues to grow. During the quarter several pilot projects were commenced with Fortune 500 companies" said VMS CEO John Hardy. "Given the current economic climate several deals we expected to close in this quarter were pushed into the fourth quarter. During the quarter, we released the latest version of our Mobiquity Solution Suite that we believe will contribute to stronger performance going forward."

#### ***About Versatile Mobile Systems***

Versatile Mobile Systems provides mobile commerce solutions that enable enterprise integration of sales, marketing and logistics processes to drive revenue and improve operational efficiency. Versatile Mobile Systems partners with high technology leaders, such as Symbol Technologies, Fujitsu, and Qualcomm. Versatile's international customer list includes Cadbury Schweppes, Elizabeth Arden, Ocado and Keebler.

FOR FURTHER INFORMATION, PLEASE CONTACT:

Russ Millward  
Versatile Mobile Systems (Canada) Inc.

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Fax (604) 683-2965  
Web site: [www.versatilemobile.com](http://www.versatilemobile.com)

The Canadian Venture Exchange has not reviewed and does not accept responsibility for the accuracy of this release.