FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Gemcom Software International Inc.
Suite 400
1285 West Pender Street
Vancouver, BC
V6E 4B1
Telephone: (604) 684-6550

(the "Issuer")

Item 2: Date of Material Change

May 14, 2004.

Item 3: News Release

The Issuer issued a news release at Vancouver, British Columbia on May 17, 2004 through CNN Matthews news wire service.

Item 4: Summary of Material Change

The Issuer closed a $750,000 private placement to Pender Growth Fund (VCC) Inc., of 1,250,000 units at $0.60 per unit, each unit consisting of one common share of the Company and one share purchase warrant. Each common share purchase warrant entitles the holder to purchase one additional common share at $0.90 per share until May 14, 2006.

Item 5: Full Description of Material Change

Please see the Issuer's news release attached as Schedule "A" for a full description.

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable

Item 7: Omitted Information

Not applicable.

Item 8: Executive Officer

For further information, contact Garth Albright, Secretary and Chief Financial Officer of the Issuer, at (604) 408-7303.

Item 9: Date of Report

Dated at Vancouver, British Columbia, on May 20, 2004.

GEMCOM SOFTWARE INTERNATIONAL INC.

Per: "Garth Albright"

Garth Albright
Secretary and Chief Financial Officer

SCHEDULE "A"

Gemcom Software International Inc.
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FOR IMMEDIATE RELEASE

May 17th, 2004 TSX: GCM

GEMCOM CLOSES PRIVATE PLACEMENT WITH PENDER GROWTH FUND

Vancouver, Canada– Gemcom Software International Inc., a global provider of Mine Production Management Solutions (MPMS), is pleased to announce it has completed the previously reported private placement of $750,000 with Pender Growth Fund (VCC) Inc.

The proceeds of this transaction will be used to enhance MPMS development and to strengthen regional business unit operations.

The private placement consists of 1,250,000 Units. Each Unit is priced at $0.60 and consists of one common share of the Company and one common share purchase warrant. Each common share purchase warrant entitles the holder to purchase one additional common share at $0.90 per share at any time up to two years following the closing date of the private placement.

About Pender Growth Fund (VCC) Inc.

Pender Growth Fund (VCC) Inc. is an established, diversified venture capital fund that invests in technology companies within the province of British Columbia with the objective of long-term capital appreciation. Pender Growth Fund is now the first fund of its kind in British Columbia to focus specifically on expansion and restructuring opportunities within the technology sector that offers investors the potential for liquidity through either existing public listings or near term liquidity events.

Pender Growth Fund is an investment vehicle with significant tax incentives for retail investors to participate in the recovery and growth of the British Columbia technology sector.

About Gemcom

Gemcom is a global provider of Mine Production Management Solutions ("MPMS"). Established in 1985, the Company delivers technical mining applications, professional services, training, and support. Reliable, timely information provided by Gemcom's MPMS allows for greater control throughout the mine lifecycle, which can translate into significant productivity gains.

Gemcom has a customer base of more than 1000 mine sites in over 85 countries, including such industry giants as Anglo American, BHP Billiton, Codelco, CVRD, De Beers, Noranda, Rio Tinto, and Teck Cominco, which rely on Gemcom's software to facilitate economic decision-making at their operations*.*

-30-

For more information, contact:
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