FAS INTERNATIONAL LIMITED
1600, 407 - 2nd Street S.W.
Calgary, Alberta
T2P 2Y3

February 3, 2000

Alberta Securities Commission
19th Floor
10025 Jasper Avenue
Edmonton, Alberta
T5K 3Z5

Attention: Executive Director

Dear Sirs:

Re: FAS INTERNATIONAL LIMITED
MATERIAL CHANGE REPORT UNDER SECTION 118

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of FAS International Limited (the "Company"). For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act* (Alberta).

Item 1 - Reporting Issuer

FAS International Limited
1600, 407 - 2nd Street S.W.
Calgary, Alberta
T2P 2Y3

Item 2 - Date of Material Change

The material change occurred on or about February 1, 2000.

Item 3 - Publication of Material Change

A press release was issued on February 2, 2000, by Canadian Corporate News, Calgary, Alberta, Canada.

Item 3A - Filing of Material Change with Stock Exchange

Concurrent with this filing, this letter is being filed with The Canadian Venture Exchange.

Item 4 - Summary of Material Change

The Company announced today that the United States Food and Drug Administration [FDA] had reviewed the Company's Section 510k Notification and has granted permission for the marketing of the FAS Endoluminal Brush in the United States.

Item 5 - Full Description of Material Change

The Company announced today that the United States FDA had reviewed the Company's Section 510k Notification and has granted permission for the marketing of the FAS Endoluminal Brush in the United States.
The approval allows the FAS Endoluminal Brush to be purchased on the authority of a registered physician "to collect a biofilm or fibrin sample, which is suitable for microbiological analysis, from the inner lumen surface of an in-dwelling central venous catheter".

Dr. Anthony C Nicholls, Chief Executive Officer, commented that: "The Company is delighted to get FDA approval for the FAS Endoluminal Brush and proud of the achievement of another major milestone in our corporate progress. This US approval, for Brush applications in the diagnostic and surveillance sectors, increases the potential market available to the Company by around $100 million. We are now focussing on completing the necessary relabeling and packaging tasks in order to provide product for the US launch in late spring. We hope that the increasing European awareness of the FAS Endoluminal Brush as a device useful in the minimisation of unnecessary catheter replacement and in the reduction of inappropriate antibiotic usage will be carried quickly to US hospitals".

The Company, operating through its subsidiaries and having its head office in Sunbury, England is a medical device company founded to develop, manufacture and market medical devices and diagnostic tests. Its products offer solutions that provide cost savings and care improvement in the management of well-recognised problems without the need for significant capital investment or extensive training.

Item 6 - Reliance of Section 118(4) of the *Securities Act* (Alberta)

N/A

Item 7 - Senior Officer

The name of a Senior Officer of the Company who is knowledgeable about the material change and who can be contacted by the Commission is:

Anthony Nicholls, President
Phone: 011-44-1932-780-333
Fax: 011-44-1932-771-488

The foregoing accurately discloses the material change referred to herein.

DATED this 3rd day of February, 2000.

Yours truly,

FAS INTERNATIONAL LIMITED
Per:

"Signed"
ANTHONY NICHOLLS, President

cc: The Canadian Venture Exchange
Attention: Filings