

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

December 8, 2000

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

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia
V7Y 1L2

Attention: Executive Director

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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 November 30, 2000.

Item 3 - Publication of Material Change

A press release was issued on December 8, 2000, by The Newslink Network, 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 that it has completed the equity financing of CDN\$814,000 through the private placement of 3,700,000 common shares at a price of \$0.22 per share. This private placement of 3,700,000 common shares was completed pursuant to the announcement of September 29, 2000 and was completed in place of the proposed private placement of 3,000,000 announced on March 29, 2000.

Item 5 - Full Description of Material Change

The Company announced that it has completed the equity financing of CDN\$814,000 through the private placement of 3,700,000 common shares at a price of \$0.22 per share. This private placement of 3,700,000 common shares was completed pursuant to the announcement of September 29, 2000 and was completed in place of the proposed private placement of 3,000,000 announced on March 29, 2000.

FAS International Limited, 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 diagnostics tests. Its products offer solutions that provided cost savings and care improvement in the management of well-recognized 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 - Omitted Information

N/A

Item 8- 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 8th day of December, 2000.

Yours truly,

FAS INTERNATIONAL LIMITED
Per:

"Signed"
SARA-LANE SIREY, Secretary

cc: The Canadian Venture Exchange
Attention: Filings