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

December 21, 2000

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

Attention: Executive Director

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

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 December 20, 2000.

Item 3 - Publication of Material Change

A press release was issued on December 21, 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, pursuant to a shareholder approved stock option plan, the Company has resolved to grant stock options to acquire an aggregate of 3,480,000 Common Shares exercisable over a five (5) year period at a price of $0.11 per Common Share. The grant of stock options remains subject to the approval of the Canadian Venture Exchange.

Item 5 - Full Description of Material Change

The Company announced that, pursuant to a shareholder approved stock option plan, the Company has resolved to grant stock options to acquire an aggregate of 3,480,000 Common Shares exercisable over a five (5) year period at a price of $0.11 per Common Share. The grant of stock options remains subject to the approval of the Canadian Venture Exchange.

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 21st day of December, 2000.

Yours truly,

FAS INTERNATIONAL LIMITED
Per:

"Signed"
SARA-LANE SIREY, Secretary

cc: The Canadian Venture Exchange
Attention: Filings