

# SYSCAN INTERNATIONAL INC.

2775 Rue Sherbrooke E. #4, Montreal, PQ H2K 1B9

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Ontario Securities Commission  
Suite 800 - 20 Queen Street West  
Toronto, Ontario  
M5H 3S8

**Attention: Continuous Disclosure**

Dear Sirs:

**Re: Material Change Report Under Section 75(2) of the Act**

**Item 1. Reporting Issuer**

The name of the reporting issuer is Syscan International Inc. (the "Issuer"). Its principal office in Canada is located at 2775 Rue Sherbrooke E. #4, Montreal, PQ H2K 1B9.

**Item 2. Date of Material Change**

The material change occurred on February 28, 2000.

**Item 3. Press Release**

A press release was issued through **Canadian Corporate News** in Ottawa, Ontario on February 28, 2000. A copy of the press release as issued is annexed hereto as Schedule "A".

**Item 4. Summary of Material Change**

The material change is fully described in the press release annexed hereto as Schedule "A".

**Item 5. Full Description of Material Change**

A full description of the material change is provided in Item 4 herein.

**Items 6 and 7. Omitted Information and Reliance on Section 75(3)**

The Issuer is not relying on section 75(3) of the Act for the filing of this report nor is any information being omitted in reliance thereon.

**Item 8. Senior Officers**

For further information, please contact Martin Arsenault, Vice-President, Business Development, of the Issuer at (514) 521-0482.

**Item 9. Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Montreal, Quebec this 3rd day of March, 2000.

**SYSCAN INTERNATIONAL INC.**

per: (signed)  
André Larente  
President and Chief Executive Officer

## Schedule "A"

# SYSCAN INTERNATIONAL INC.

Toronto, CDN: SYSN  
Common Shares Issued: 20,598,802

SYSCAN IS THE WORLDS LEADING PROVIDER OF MOBILE IMPACT TRACTION AND FRICTION PRINTERS AND A PROVIDER OF WIRELESS TECHNOLOGY AND COMPUTER SOLUTIONS FOR THE MOBILE WORKFORCE.

## SYSCAN ENTERS INTO AGENCY AGREEMENT FOR SPECIAL WARRANTS FINANCING

**Montreal, Quebec, Canada**, Monday, February 28, 2000 – Syscan International Inc. (Toronto, CDN: SYSN) ("Syscan") announces that it has entered into an agency agreement with Brant Securities Limited ("Brant") whereby Brant has agreed to act as agent on a best efforts basis for the placement of a minimum of 769,231 Special Warrants and a maximum of 2,884,615 Special Warrants of the Corporation. The Special Warrants are priced at \$2.60 each. The estimated net proceeds to be received by the Corporation from this offering will be approximately \$7,500,000 (assuming the maximum number of Special Warrants are sold) and \$2,000,000 (assuming the minimum number of Special Warrants are sold). Closing, which is subject to regulatory and any necessary shareholder consents, is scheduled for March 15, 2000.

The Corporation has agreed to pay Brant, a Toronto Stock Exchange member firm, a commission of equal to 6% of the gross proceeds raised plus broker's warrants equal to 7% of the total Special Warrants issued. The broker's warrants will be comprised of one common share and one-half common share purchase warrant. Each whole share purchase warrant will entitle the holder to purchase one additional common share of the Corporation at a price of \$2.60 per share at any time on or before 5:00 p.m. (Toronto time) on September 14, 2001.

Each Special Warrant entitles the holder thereof to receive one common share and one-half of a common share purchase warrant without payment of any additional consideration. Each whole share purchase warrant will entitle the holder to purchase one additional common share of the Corporation at a price of \$2.60 per share at any time on or before 5:00 p.m. (Toronto time) on September 14, 2001. The warrants will be redeemable under certain conditions.

The Corporation has agreed to use its best efforts to obtain a receipt for a final prospectus qualifying for distribution the common shares and share purchase warrants underlying the Special Warrants in Ontario on or before 5:00 p.m. (Toronto time) on July 15, 2000. The Special Warrants may be exercised at any time prior thereto. All Special Warrants not exercised by July 15, 2000 will be deemed to have been so exercised by the holders on the sixth business day after the date on which a receipt for a final prospectus is issued by the Ontario Securities Commission. If a final receipt for the prospectus has not been obtained on or before July 15, 2000, holders of Special Warrants will receive, without additional payment, 1.10 Special Warrants (instead of 1 Special Warrant) in respect of each Special Warrant so exercised or deemed to be exercised.

The net proceeds of the placement will be used primarily for the continued development and commercialization of the Corporation's new products that incorporate its existing expertise in the emerging Symbian "Epoc" operating system for the next generation of cellular devices and on "Bluetooth" and "WAP" wireless protocol-based applications.

Syscan builds solutions that integrate wireless communications, GPS technologies, packet

*The Canadian Dealing market has not reviewed and does not accept responsibility for the adequacy of the contents of this News Release.*

switching systems, mobile printing and other mobile peripherals including software, which allows these devices to communicate into larger global networks. This segment of the Information Technology sector is currently experiencing dramatic growth as vendors rush to the market with new products and service offerings to take advantage of low cost hand-held computers integrated with lower cost communications through the internet and new satellite and digital communication systems.

**INFORMATION: Darrell Munro, Investor Services (613) 762-4262, FAX: (613) 727-3481  
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(514) 521-0949  
1-888-479-7226 Ext. 230, Email: [marsenault@syscan.com](mailto:marsenault@syscan.com) Internet site: [www.syscan.com](http://www.syscan.com)**