MATERIAL CHANGE REPORT UNDER SECTION 75(2) OF THE *SECURITIES ACT* (ONTARIO)

1. **Reporting Issuer**

Isee3d Inc. ("Isee3d" or the "Company")
759, Square Victoria, Suite 200
Montreal, Quebec
H2Y 2J7

2. **Date of Material Change**

April 18, 2002

3. **Press Releases**

Isee3d issued a press release announcing the material change on April 18, 2002.

4. **Summary of Material Change**

Isee3d announced that it intends to complete a rights offering and common share consolidation.

5. **Full Description of Material Change**

Isee3d intends to complete a rights offering and common share consolidation.

The Rights Offering is expected to consist of up to 17,065,027 Units. Each Unit is to be at a price of approximately $.06 and is to consist of one Common Share and one half Warrant. Each whole Warrant is exercisable into one Common Share at a price of approximately $.08 for a period of 12 months from the date of closing. If fully subscribed, the Rights Offering will raise proceeds of approximately $1,000,000 which will be used for general working capital purposes and to exploit the company's medical endoscopy technology initiatives.

Isee3d intends to call an annual and special meeting of shareholders (the "Meeting") to be held in Montreal on June 21, 2002 to approve, among other things, a consolidation of its common shares on a 7 for 1 basis.

The Rights will be offered in the Provinces of Quebec, Ontario, British Columbia and Alberta and the Rights Offering Circular, once approved by the Regulators, will be mailed to shareholders concurrently with the mailing of the Company's management information circular in connection with the Meeting and the Company's audited financial statements for the year ended December 31,

2001. It is also expected that the record date for the Rights Offering will be the same date as the record date for the Meeting. All shareholders will receive one Right for each Common Share held as at the record date (subject to adjustment) and 4 rights will entitle the holder to subscribe for one Unit at the Unit price. The Company has retained Jones, Gable & Company Ltd. to act as lead agent on a best efforts basis in connection with the sale of any unsubscribed rights to third party investors.

The Rights Offering and Share Consolidation will be subject to the usual regulatory approvals including the approval of the Rights Offering Circular by the Securities Commission and the TSX Venture Exchange.

Isee3d also announced that it had been granted the status of "Reporting Issuer" in the Province of Quebec.

6. **Reliance on Section 75(3) of the Act:**

This report is not being filed on a confidential basis.

7. **Omitted Information**

No information has been omitted from the material change report.

8. **Senior Officers**

Morden C. Lazarus
Chief Executive Officer
ISEE3D Inc.
Telephone: (514) 908-2233

9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Montreal this 19th day of April, 2002.

ISEE3D INC.

By: "Morden C. Lazarus"_____________
Morden C. Lazarus
Chief Executive Officer