

MATERIAL CHANGE REPORT

SECTION 75(2) OF THE SECURITIES ACT (ONTARIO)
SECTION 118(1) OF THE SECURITIES ACT (ALBERTA)
SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)
SECTION 73 OF THE SECURITIES ACT (QUEBEC)

1. Reporting Issuer

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

2. Date of Material Change

November 13, 2002

3. Press Releases

Isee3d issued a press release announcing the material change on November 13, 2002.

4. Summary of Material Change

The Company announced that it has terminated the proposed reverse takeover of Interactive Classified Corporation and QuikView Inc.

5. Full Description of Material Change

See press release attached hereto.

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 13th day of November, 2002.

ISEE3D INC.

By:

A handwritten signature in dark ink, appearing to read 'Morden C. Lazarus', is written over a horizontal line. The signature is stylized and cursive.

Morden C. Lazarus
Chief Executive Officer