

**MATERIAL CHANGE REPORT UNDER
THE SECURITIES ACT (BRITISH COLUMBIA)
THE SECURITIES ACT (ONTARIO)
THE SECURITIES ACT (ALBERTA)
THE SECURITIES ACT (MANITOBA)
THE SECURITY FRAUDS PREVENTION ACT (NEW BRUNSWICK)**

Item 1. Name and Address of Reporting Issuer

INFOWAVE SOFTWARE, INC.
Suite 200 – 4664 Lougheed Highway
Burnaby, British Columbia
V5C 5T5

Item 2. Date of Material Change

March 8, 2002

Item 3. Press Release

Press release announcing the material change referred to in this report was issued on March 8, 2002.

Item 4. Summary of Material Change

Infowave Software, Inc. (the “Company”) announced the it has entered into a three-year strategic alliance and sales agreement with Compaq Computer Corporation. In addition, Compaq has agreed to provide the Company with up to US\$2 million in the form of a revolving loan convertible into common shares of the Company at US\$1.00 per share.

Item 5. Full Description of Material Change

Strategic Alliance and Sales Agreement

The strategic alliance and sales agreement builds on previous sales, marketing and services agreements established between Compaq and Infowave over the past two years. Under the terms of this agreement, Compaq and Infowave will collaborate on a comprehensive marketing and communication program and a sales engagement strategy designed to generate demand for software and services. In addition to specific initiatives already underway, Compaq has agreed to make commercially reasonable efforts to include certain Infowave software solutions and documentation with certain Compaq product and service offerings. The agreement also contains various other terms intended to expand and strengthen the relationship between the two companies. Infowave and Compaq have agreed to participate in certain co-development projects for new technology solutions. Infowave has provided Compaq with a volume pricing incentive. Infowave will showcase Compaq products and services at promotional events and will

provide Compaq with the opportunity to deliver presentations at these events. Infowave and Compaq will explore methods of developing additional partnerships between their respective existing strategic relationships. Any future revenue from Compaq will depend upon Compaq's success in reselling the Company's products through its various sales channels and upon Compaq continuing to resell such products. There can be no assurance, however, that the relationship with Compaq will prove to be successful and will generate material revenues for the Company.

Convertible Loan Agreement

The Company has entered into a convertible loan agreement dated March 8, 2002 with Compaq (the "Compaq Loan Agreement"). Under the terms of the Compaq Loan Agreement, Compaq has made available to the Company a revolving loan (the "Compaq Loan") of up to US\$2 million expiring on March 8, 2005. The principal amount outstanding from time to time under the Compaq Loan bears interest at the Canadian prime rate plus 3.25% and may be converted into Common Shares at a price of US\$1.00 per share, subject to adjustment in certain circumstances. The Compaq Loan is secured by substantially all of the Company's assets, excluding intellectual property. The Company has also granted Compaq a non-exclusive licence to certain of the Company's intellectual property in order to ensure that the Company fulfils its obligations under the Compaq Strategic Alliance and Sales Agreement and other agreements with Compaq. The Company may terminate the Compaq Loan Agreement at any time provided that no amounts are outstanding or payable under the Compaq Loan. As at the date of filing, the Company has not borrowed any amount under the Compaq Loan.

Under the terms of the Compaq Loan Agreement, the Company may borrow amounts from time to time provided that certain working capital conditions are met. Until December 31, 2002, the Company may draw down amounts not to exceed 150% of the total amount of the Company's cash, cash equivalents and net accounts receivable from Compaq. During the remainder of the term of the Compaq Loan, the Company may draw down amounts not to exceed the Company's working capital (as defined in the Compaq Loan Agreement) from time to time.

So long as the Compaq Loan Agreement remains in effect or the Compaq Strategic Alliance and Sales Agreement remains in effect, the Company shall permit Compaq to have an observer attend each meeting of the Board of Directors of the Company. In addition, so long as the Compaq Loan Agreement remains in effect or the Compaq Strategic Alliance and Sales Agreement remains in effect, the Company shall not: (i) issue any equity or debt security to, or incur any other indebtedness to, any of Dell, Hewlett Packard, IBM, Sun, Palm or Handspring (each, a "Specified Person"); (ii) issue or invest in any equity or debt security to form, create or participate in any partnership, joint venture or other corporate business enterprise with any Specified Person; (iii) allow any director, officer, employee, agent or other representative of any Specified Person to attend meetings of the Company's Board of Directors or any committee thereof or any advisory committee as a non-director representative; and (iv) vote or cause to be voted any of its securities having the power to vote in the election of directors in favour of the election of any director, officer, employee, agent or other representative of a Specified Person to the Company's Board of Directors.

Item 6. Confidential Report

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officer

For further information, please contact Jim Rausch at (604) 473-3686.

The foregoing accurately discloses the material change referred to herein.

DATED as of this 8th day of March, 2002 in the City of Burnaby in the Province of British Columbia.

“Jim Rausch”

Jim Rausch, Director, Corporate Finance