FORM 53-901F

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER
THE SECURITIES ACT (BRITISH COLUMBIA)
THE SECURITIES ACT (ALBERTA)
THE SECURITIES ACT (ONTARIO)
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, BC
V5C 5T5

Item 2. Date of Material Change

December 9, 2002

Item 3. Press Release

A press release announcing the change referred to in this report was issued on December 9, 2002.

Item 4. Summary of Material Change

Infowave Software, Inc. has completed its previously announced private placement offering of 8,500,000 units (the "Units") at a price of CDN$0.20 per Unit for gross subscription proceeds of CDN$1,700,000.

Item 5. Full Description of Material Change

See press release issued on December 9, 2002, a copy of which is attached to this report.

Item 6. Reliance on section 85(2) of the Act

Not Applicable

Item 7. Omitted Information

Not Applicable

Item 8. Senior Officers

For further information, please contact Mr. George Reznik, Chief Financial Officer at 604.473.3655.

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED as of this 9th day of December, 2002 in the City of Burnaby, in the Province of British Columbia.

INFOWAVE SOFTWARE, INC.

"George Reznik"
GEORGE REZNIK,
CHIEF FINANCIAL OFFICER

Press Release

INFOWAVE CLOSES CDN$1.7 MILLION PRIVATE PLACEMENT

Vancouver, British Columbia – December 9, 2002 – Infowave Software, Inc. (TSE: IW) announced today it has closed its previously announced private placement offering with an agent for 8,500,000 units (the "Units") at a price of CDN$0.20 per Unit for gross subscription proceeds of CDN$1,700,000.

The offered securities will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold within the United States or to, or for the account or benefit of U.S. persons except in certain transactions exempt from the registration requirements of the U.S. Securities Act.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy the securities in any jurisdiction.

The private placement is subject to receipt of all required regulatory approvals.

About Infowave Software

Infowave (TSE: IW) builds innovative wireless business solutions for mobile professionals, corporations and network operators that connect people to the critical information they need to be more productive and competitive. The *Infowave Wireless Business Engine* and its suite of application connectors provide companies with a single wireless software platform for fast, secure and reliable wireless access to e-mail and collaboration applications, Web-based applications, the Internet, corporate intranets and legacy and client/server applications. *Infowave Mobile Messaging* provides workgroups and companies wireless access to their e-mail and calendar from anywhere using a Pocket PC or Palm handheld device. *Symmetry™ Pro* provides individuals with a fast, convenient, easy-to-install solution for wireless corporate e-mail on Pocket PC and Palm powered devices. Infowave's solutions are designed to work on most carrier networks today, including GPRS, 1xRTT, GSM, CDPD, CDMA and across the full spectrum of wireless computing devices from laptop computers to web-enabled mobile phones and PDAs to the newest generation of integrated voice/data handheld devices. For more information, please visit www.infowave.com

Forward-Looking Statement

This press release contains statements that constitute "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements, to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements in this release include the ability to complete the proposed private placement on the terms announced, or at all, and is subject to a number of risks, uncertainties and other factors, such as the need to develop, integrate and deploy applications to meet our customer's requirements, the possibility of development or deployment difficulties or delays, the dependence on our customer's satisfaction with Infowave's software, its continued commitment to the deployment of the solution, the risks involved in developing software solutions and integrating them with third-party software and services and the other risks and uncertainties described in our Form 10-K filed with the United States Securities and Exchange Commission. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Contacts:

Investors:
George Reznik
Chief Financial Officer
604.473.3604
greznik@infowave.com

Media:
Corinna Bates
Manager, Marketing and Corporate Communications
604.473.3695
cbates@infowave.com