

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

November 28, 2003

Item 3. Press Release

A press release announcing the change referred to in this report was issued on November 28, 2003.

Item 4. Summary of Material Change

Infowave Software (TSE: IW), a provider of wireless software for mobile operators, corporations and individuals has filed a full answer and counterclaim to a claim previously brought by Visto Corporation, a private company based in California. Infowave has made a counterclaim against Visto for, among other things, a declaratory judgement of non-infringement and invalidity of a Visto patent.

Item 5. Full Description of Material Change

Visto has filed a claim in Texas alleging that, among other things, Infowave is violating a patent which “relates to the system and method for synchronizing email.” Infowave intends to continue to vigorously defend this matter, has retained Texas counsel and believes that the claim is without merit. Infowave was one of the first developers of wireless solutions and has built a substantial technology base. Infowave began development of its wireless solutions over ten years ago on first generation data only networks. Infowave began selling its wireless e-mail solutions as early as 1995. Today, Infowave provides wireless e-mail through several products using various architectures.

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 8th day of December, 2003 in the City of Burnaby, in the Province of British Columbia.

INFOWAVE SOFTWARE, INC.

"George Reznik"
GEORGE REZNIK,
CHIEF FINANCIAL OFFICER