

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

February 18, 2004

Item 3. Press Release

A press release announcing the change referred to in this report was issued on February 18, 2004.

Item 4. Summary of Material Change

Infowave Software, Inc. announced that the total amount of the private placement offering announced on February 16, 2004 has been increased from \$6.5 million to \$8.0 million. The additional incremental amount will be held in escrow and subject to Infowave shareholder approval at its Extraordinary Shareholder Meeting to be held on March 25, 2004.

Item 5. Full Description of Material Change

See press release issued on February 18, 2004, 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 23rd day of February, 2004 in the City of Burnaby, in the Province of British Columbia.

INFOWAVE SOFTWARE, INC.

“George Reznik”

GEORGE REZNIK,
CHIEF FINANCIAL OFFICER



Press Release

Infowave Increases Amount of Private Placement Financing to CDN\$8.0 Million

Vancouver, British Columbia – February 18, 2004 - Infowave Software, Inc. (TSE: IW) announced today that the total amount of the brokered unit private placement financing offering announced by it on February 16, 2004 has been increased from up to CDN\$6.5 million or approximately US\$5.0 million to up to CDN\$8.0 million or approximately US\$6.0 million at CDN\$0.22 per unit. The additional incremental amount will be held in escrow and subject to Infowave shareholder approval at its Extraordinary Shareholder meeting to be held on March 25, 2004.

Each Unit shall consist of one common share and one half of one common share purchase warrant. Each whole warrant will entitle the holder to acquire one common share for a period of two years from the closing date at a price of CDN\$0.29 per common share.

The common shares and warrants comprising the Units will be subject to a four month hold period.

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 (TSX:IW) provides enterprises with scalable and robust mobile solutions for improving operational efficiency and increasing the productivity of mobile workers.

Infowave's *Wireless Business Engine* provides companies with a single wireless software platform for fast, secure and reliable wireless access to e-mail, the Internet, corporate intranets and client-server applications. Infowave's configurable enterprise mobile application (EMA) suite, Telispark Mobile Enterprise, is designed to streamline and integrate business operations required by mobile workers. Infowave mobile solutions are sold directly and indirectly through telecommunications carriers, independent software vendors and systems integrator partners. Some of the world's most innovative organizations, including Hydro One, Shell Oil, Unilever and the U.S. Navy use Infowave solutions to increase the efficiency of their large mobile workforces. For more information, please email info@infowave.com or visit www.infowave.com.

Forward-Looking Statements

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:

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