TECSYS INC.

MATERIAL CHANGE REPORT

Item 1. Reporting Issuer

TECSYS Inc.
87 Prince Street
Montréal, Québec
H3C 2M7

Item 2. Date of Material Change

November 18, 2003

Item 3. Press Release

A press release reporting the material change was issued by TECSYS Inc. at Montreal on November 18, 2003. (a copy of which is attached)

Item 4. Summary of Material Change

Tecsys Inc. executed on November 10, 2003 a Letter of Intent to acquire all of the shares of PointForce Inc., a distributor of enterprise software to the giftware and home decorations distribution industry. PointForce Inc. is based in Markham, Ontario. The closing is expected to occur in January 2003 and is subject to due diligence, regulatory approval and the execution of a definitive share purchase agreement. The Letter of Intent provides for a purchase price payable in cash of a maximum of
Cdn $4,200,000.

Item 5. Full Description of Material Change

Please see attached press release.

Item 6. Reliance on a section of a *Securities Act* regarding confidentiality

N/A

Item 7. Omitted Information

None

Item 8. **Senior Officer**

Mr. Berty Ho-Wo-Cheong
Vice-President, Finance & Administration
and Chief Financial Officer

Tel: (514) 866-0001
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Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Montréal, Québec this 21st day of November, 2003.

TECSYS INC.

By: *(s) Berty Ho-Wo-Cheong*
Berty Ho-Wo-Cheong
Vice-President, Finance & Administration
and Chief Financial Officer

News Release

FOR IMMEDIATE RELEASE **Ref. # NRE200X-XX**

TECSYS INC. SIGNS LETTER OF INTENT TO ACQUIRE POINTFORCE INC.

The Company Expands Its Small and Medium Distribution Markets with a Microsoft-Based Technology Provider

MONTREAL, November 18, 2003 - TECSYS Inc. (TSX: TCS), a leading Supply Chain Management (SCM) software company announced today it has signed a Letter of Intent to acquire PointForce Inc., a leading provider of enterprise software to the giftware and home decorations distribution industry. The closing of this transaction, which is expected to occur in January 2004 is subject to due diligence, regulatory approval and the completion of a definitive purchase agreement. The cash purchase price will be a maximum of $4.2M CDN.

"We made the decision over a year ago, to pursue a multiple platform technology by adding a distribution-focused windows offering to our portfolio" said Dave Brereton, Executive Chairman and Co-CEO of TECSYS Inc. "PointForce will continue to grow and expand in its Toronto location and to develop and enhance the Winsol product line but now with the added expertise of TECSYS in web-based architecture. PointForce is profitable and we expect this transaction to be accretive to earnings".

Headquartered in Markham, Ontario, PointForce has been in business for twenty-three years and is the number one software provider in North America to the giftware and home decorations market. The company is also in the top position as a software provider in Canada to the office products market. PointForce has been ranked in the top sixty (60) software and services companies in Canada in April 2003 on the Branham Top 300 Listing. The company has approximately two hundred sixty (260) clients and fifty-seven (57) employees. PointForce sells and implements software solutions throughout North America, and its trailing twelve months revenue has been approximately $6.65M CDN.

"The two companies are very similar in their business models of direct-to-client service, have complementary products and services, as well as corporate cultures," said Kevin Tribe, President of PointForce Inc. "We expect that this will be a smooth transition and a great opportunity for us to leverage our mutual strengths. This transaction would also allow us to enhance our product and service offerings to our clients and our target markets."

PointForce primarily targets companies with revenues of up to $50M. This is complementary to TECSYS' target markets of $50M and higher. While 67% of its revenue is from Canada, increasingly, PointForce has focused its sales efforts on the wholesale-to-retail market in the U.S. This compares to TECSYS which generates approximately 75% of its revenues from the U.S. Together, the two companies will have access to approximately 67% of the total distribution market from a technology standpoint, with PointForce bringing the Windows solution and TECSYS focused on the Linux/UNIX market.

About POINTFORCE Inc.

Founded in 1980, PointForce Inc. is the leading provider of outsourced IT software and services for giftware companies across North America. Offering a complete suite of products and services from e-commerce, accounting and distribution software to integrated EDI and other automation tools, PointForce empowers its gift and home industry clients to compete in increasingly competitive markets. Visit PointForce on the web at: www.PointForce.com

About TECSYS:

TECSYS is a leading Supply Chain Management software company that provides powerful enterprise distribution software solutions. TECSYS' ***Elite**Series* SCM software suite spans the office to the shipping dock and beyond. ***Elite**Series* modules include Enterprise Performance Management, Distribution Management, Warehouse Management, Transportation Management, and E-Commerce. The company's customers include about 300 mid-size and Fortune 1000 corporations in healthcare (pharmaceutical and medical/surgical supplies) distribution, third-party logistics (3PL), and general wholesale high-volume distribution markets. Some of TECSYS' customers are: McKesson Specialty Distribution, Cardinal Health Specialty Pharmaceutical Services, University Health Network/Hospital Logistics Inc., Shoppers Drug Mart, Rolf C. Hagen, Freudenberg FNOK, Future Electronics, Colgate-Palmolive, National Bulk Foods Distributor, Focus Products Group, and Pfizer. TECSYS' shares are listed on the Toronto Stock Exchange (TSX) under the ticker symbol TCS.

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Contact:

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