

FORM 27

Securities Act

**MATERIAL CHANGE REPORT UNDER
SECTION 75(2) OF THE *SECURITIES ACT* (ONTARIO)
SECTION 146(1) OF THE *SECURITIES ACT* (ALBERTA)
SECTION 85(1)(b) OF THE *SECURITIES ACT* (BRITISH COLUMBIA)**

ITEM 1 Reporting Issuer:

iScope Inc. (formerly BarCode Holdings Limited)

ITEM 2 Date of Material Change:

May 12, 2005

ITEM 3 News Release

May 12, 2005; News Release Attached

ITEM 4 Summary of Material Change:

The Corporation has completed the acquisition of all the assets of Sobrema Inc. (previously announced on March 14, 2005) resulting in the issuance of 19,099,990 common shares, completed a private placement of 6,000,000 common shares and changed the name of the company to "iScope Inc."

ITEM 5 Full Description of Material Change

See attached news release

ITEM 6 Reliance on Section 146(2) of the Securities Act

n/a

ITEM 7 Omitted Information:

n/a

ITEM 8 Senior Officers:

Further information relating to this Material Change Report may be obtained from:

Don Campbell, Chairman
2 -200 Britannia Road East
Mississauga, Ontario L4Z 1S6
Phone: (905) 890-6009
Facsimile: (905) 890-6010.

ITEM 9 Statement of Senior Officer:

The foregoing accurately discloses the material change referred to in this report.

DATED as of May 12, 2005, in Mississauga, Ontario.

Per: signed "Don Campbell"
Don Campbell, Chairman

c: TSX Venture Exchange
 Attention: Filings

IT IS AN OFFENCE UNDER THE *SECURITIES ACT* AND THE *SECURITIES REGULATION* FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

iScope Inc.
(Formerly “BarCode Holdings Limited”)

NEWS RELEASE

For Immediate Release
Date: May 12, 2005

**iScope Inc. (formerly BarCode Holdings Limited) Announces Closing of Sobrema Asset
Acquisition,
Closing of Private Placement, Change of Name and Granting of Stock Options**

(Mississauga, Ontario and Montreal, Quebec) Jean Charles Phaneuf, President and CEO of iScope Inc. (“iScope”), and Don Campbell, Chairman of iScope, are pleased to announce that iScope has today closed the previously-announced acquisition of all of the assets of Sobrema Inc. According to Mr. Phaneuf, “the closing today represents the successful completion of a long process. We are excited about the prospects of iScope after the Sobrema asset acquisition and look forward to being able to devote our full-time attention to the growth and development of the combined business.”

In conjunction with the closing of the Sobrema asset acquisition, Don Campbell has transitioned to the role of Chairman, Chief Financial Officer and Secretary of iScope. Jean Charles Phaneuf has been appointed as President and CEO of iScope effective immediately. Mr. Phaneuf has also been appointed to the Board of Directors, replacing John Gilfillan on the board. The management of iScope wishes to express its gratitude to Mr. Gilfillan for his years of service to the company.

In payment for all of the assets of Sobrema, iScope has issued 19,099,990 treasury common shares at a deemed issue price of \$0.10 per share. Of this total, the 14,024,990 common shares indirectly owned by Mr. Phaneuf have been deposited into an escrow agreement with Computershare Trust Company as escrow agent.

iScope has also completed the private placement of 6,000,000 treasury common shares at an issue price of \$0.10 per share. The \$600,000 gross proceeds represent the maximum offering previously announced by the company. The private placement was completed to approximately 25 accredited investors in the provinces of Quebec and Ontario. In conjunction with the private placement, iScope has become a reporting issuer in the Province of Quebec.

Mr. Phaneuf further announces the change of the name of the company from BarCode Holdings Limited to iScope Inc. effective immediately. Management of the company believes that the “iScope” name better reflects the extension of the company’s core business beyond its traditional barcoding roots into all areas of automated identification. With shareholder approval having previously been obtained for the name change, the Board of Directors determined that it was appropriate to implement the name change in

conjunction with the Sobrema asset acquisition. iScope will be submitting final material to the TSX Venture Exchange (“TSXV”) with respect to the change in name, and anticipates that the name and symbol change will be reflected on the TSXV within the next several days. It is expected that the new symbol of iScope Inc. on the TSXV will be “ISI”.

Also in conjunction with the closing of the Sobrema acquisition, iScope announces that it has issued options to acquire 750,000 common shares of the company at an exercise price of \$0.19 per share to a long-time consultant. The options will extend for a period of 5 years and are subject to iScope’s existing stock option plan.

iScope has filed a Filing Statement on SEDAR that contains full details on the above-referenced transactions. Shareholders and potential investors are encouraged to review the full text of the Filing Statement to obtain further information on the previous business of Sobrema and the implication of the acquisition for iScope’s ongoing business. The company will deliver a written copy of the Filing Statement to anyone who makes a request to iScope at the address set forth below.

iScope will be filing final materials relating to the preceding transactions with the TSXV forthwith. Upon review of the filing materials, it is expected that the TSXV will be issuing a bulletin confirming acceptance of the transactions and implementing the name change of the company in the near future.

* * * *

iScope (formerly Barcode Holdings Limited) is a public company listed on the TSXV under the symbol BHL. It is anticipated that the new name “iScope Inc.” and the new symbol “ISI” will be reflected by the TSXV within the next several days. For further information please contact Jean Charles Phaneuf at (514) 845-1921; E-mail: jcphaneuf@iscopesolutions.com; or Don Campbell at 2 -200 Britannia Road East, Mississauga, Ontario L4Z 1S6; Phone: (905) 890-6009; Facsimile: (905) 890-6010; E-mail: dcampbell@iscopesolutions.com.

Certain statements contained herein constitute forward-looking statements. Although the company believes the statements are reasonable, it can give no assurance that such expectations will prove to be correct. The company cautions investors that any forward-looking statements made by the company are not guarantees of future performance, and that the actual results may differ materially from those in the forward-looking statements as a result of various factors. The TSX Venture Exchange Inc. has neither approved nor disapproved the information contained herein.