

ACD Systems International Inc.
6703 Rajpur
Saanichton, British Columbia
V8M 1Z5

December 10, 2001

ALBERTA SECURITIES COMMISSION
MARKET SURVEILLANCE/CONTINUOUS DISCLOSURE
19th Floor, 10025 Jasper Avenue
Edmonton, Alberta
T5K 3Z5

Attention: Executive Director

ONTARIO SECURITIES COMMISSION
Suite 800, Box 55
20 Queen Street
Toronto, Ontario
M5H 3S8

Attention: Disclosure Section

BRITISH COLUMBIA SECURITIES COMMISSION
P.O. Box 10142
Pacific Centre
701 West Georgia Street
Vancouver, British Columbia
V7Y 1L2

Attention: Executive Director

THE TORONTO STOCK EXCHANGE
2 First Canadian Place, 4th Floor
Exchange Tower
Toronto, Ontario
M5X 1J2

Dear Sir:

Re: ACD SYSTEMS INTERNATIONAL INC. - MATERIAL CHANGE REPORT UNDER SECTION 118(1) OF THE SECURITIES ACT (ALBERTA), SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA) AND SECTION 75(1) OF THE SECURITIES ACT (ONTARIO)

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of ACD Systems International Inc. (the "Corporation" or "ACD"). For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act* (Alberta). Concurrent with this filing, this letter is being filed with The Toronto Stock Exchange, being the only stock exchange on which the Corporation's securities are currently listed.

Item 1 - Reporting Issuer

ACD Systems International Inc.
6703 Rajpur
Saanichton, British Columbia
V8M 1Z5

Item 2 - Date of Material Change

December 10, 2001

Item 3 - News Release

Press Release concerning the material change was issued on December 10, 2001

Item 4 - Summary of Material Change

See below.

Item 5 - Full Description of Material Change

The Corporation has announced the following changes to the Board of Directors and management of the Corporation, effective immediately:

Douglas O. Vandekerkhove has been appointed Chairman of the Board and maintains his position as Chief Executive Officer. As the President and CEO since 1993, Mr. Vandekerkhove is the visionary of the Corporation. He remains actively involved in product development, strategic planning and execution, and executive management.

Michael J. Zelen has been appointed President of the Corporation and continues in his role as Chief Financial Officer. Mr. Zelen joined the Corporation in November 1999 as the Corporation's Chief Financial Officer. His background includes a combination of prior executive experience with other Victoria-based technology companies and extensive experience as a recognized expert in business valuation.

Lee S. Richardson, former Chairman of the Board, will remain a director. Mr. Richardson continues to be the chair of the Compensation Committee. He will also continue as a member of the Audit Committee and Corporate Governance Committee.

The Board of Directors is now composed of Douglas O. Vandekerkhove, Michael J. Zelen, Lee S. Richardson, Michael J. Perkins and George B. Mitchell.

Item 6 - Reliance on Section 118(2) of the Securities Act (Alberta), Section 85(2) of the Securities Act (British Columbia) and Section 75(2) of Securities Act (Ontario)

No

Item 7 - Omitted Information

None

Item 8 - Senior Officer

The name of a Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

ACD Systems International Inc.
6703 Rajpur
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Attention: Michael J. Zelen, President and Chief Financial Officer
Phone: (250) 544-6700 Fax: (250) 544-0291

Item 9 - Statement of a Senior Officer

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

DATED at Saanichton, British Columbia, effective this 10th day of December, 2001.

Yours truly,

ACD Systems International Inc.

Per: "signed"
Michael J. Zelen
President and Chief Financial Officer