

ACD Systems International Inc.
Gateway Park, Block C, 2261 Keating X Road
Saanichton, British Columbia
V8M 2A5

July 15, 2004

ALBERTA SECURITIES COMMISSION
MARKET SURVEILLANCE/CONTINUOUS DISCLOSURE
410, 300 - 5th Avenue S.W.
Calgary, Alberta, T2P 3C4

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 146(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.
Gateway Park, Block C, 2261 Keating X Road
Saanichton, British Columbia
V8M 2A5

Item 2 - Date of Material Change

July 15, 2004

Item 3 - News Release

July 15, 2004

Item 4 - Summary of Material Change

ACD announces the resignation of Shari Gauthier, VP Finance

Item 5 - Full Description of Material Change

ACD Systems Announces Resignation of Vice President of Finance

VICTORIA, British Columbia – July 15, 2004 - ACD Systems International Inc. (TSX: ASA), the digital imaging company and makers of ACDSee™ and Canvas™, announced today that its board of directors has accepted the resignation of Shari Gauthier as ACD Systems' vice president of finance. Ms. Gauthier's last day will be August 31, 2004.

Ms. Gauthier has chosen to leave ACD Systems to pursue other opportunities after serving as Vice President of Finance since 2003. Ms. Gauthier has been with the company since 2001 and her extensive experience in regulatory compliance, finance, budgeting, taxation, accounting and financial reporting have greatly contributed to the company's overall growth and development.

"ACD Systems is a true leader in the digital imaging marketplace and I feel really privileged to have been able to contribute my skills to such a dynamic company, my decision to leave ACD is unrelated to the business". " said Ms. Gauthier

Doug Vandekerkhove says "Ms. Gauthier has done an excellent job in creating a team to continue the financial processes within ACD Systems after her departure. ACD's Corporate Controller, Briony Bayer, formerly of KPMG, is ready to take on additional responsibilities to ensure a smooth transition of management."

ACD Systems' board of directors, management and staff would like to thank Ms. Gauthier for her contribution to ACD Systems' success and wish her all the best in her future endeavors.

About ACD Systems

Headquartered in British Columbia since 1993, ACD Systems International (TSX: ASA) is one of the world's leading developers and marketers of digital imaging software, including the renowned ACDSee image management tool and Canvas, an advanced cross-platform technical illustration and graphics program. ACD has penetrated the global marketplace through Internet distribution and strategic partnerships with manufacturers and developers. ACD has millions of consumer users and over 33,000 corporate customers including many Fortune 500 companies. The company has a history of solid revenue growth. For further details, please visit us at our corporate web site: www.ACDSYSTEMS.com.

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Contacts for Media

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Contacts for Investors

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THIS NEWS RELEASE MAY CONTAIN FORWARD-LOOKING STATEMENTS BASED ON THE ESTIMATES AND OPINIONS OF MANAGEMENT AT THE DATE THE STATEMENTS WERE MADE AND THE COMPANY UNDERTAKES NO OBLIGATION TO UPDATE FORWARD-LOOKING STATEMENTS IF CONDITIONS OR OPINIONS SHOULD CHANGE.

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Item 6 - Reliance on Section 146(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.
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V8M 2A5

Attention: Doug Vandekerkhove, President and Chief Executive 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 15th day of July, 2004.

Yours truly,

ACD Systems International Inc.

Per: *“signed”*

Doug Vandekerkhove
CEO and President