

BC FORM 51-102F3
SECURITIES ACT

**MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE
SECURITIES ACT (BRITISH COLUMBIA)**

ITEM 1 NAME AND ADDRESS OF COMPANY

ACD Systems International Inc.
Gateway Park, Block C,
2261 Keating X Road,
Saanichton, British Columbia V8M 2C3

ITEM 2 DATE OF MATERIAL CHANGE

July 6, 2005

ITEM 3 NEWS RELEASE

Press release dated July 6, 2005 through the facilities of the TSX Exchange.

ITEM 4 SUMMARY OF MATERIAL CHANGE

Changes to the Board of Directors.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

The Company announced that Mark Kalow resigned as a Director of the Company and Ian D. Mansfield was appointed in his stead.

**ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL
INSTRUMENT 51-102**

N/A

ITEM 7 OMITTED INFORMATION

N/A

ITEM 8 EXECUTIVE OFFICER

Douglas Vandekerkhove, President, CEO

Tel: (250) 544-6700

ITEM 9 DATE OF REPORT

July 7, 2005