

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

October 17, 2005

ITEM 3 NEWS RELEASE

News release dated October 17, 2005 through the facilities of the TSX Exchange.

ITEM 4 SUMMARY OF MATERIAL CHANGE

ACD Systems International Inc. ("ACD Systems") rolls out ACDSee Pro Photo Manager.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

ACD Systems announced ACDSee™ Pro Photo Manager, the advanced version of its award-winning ACDSee photo management software. Developed specifically for the professional photographer, ACDSee Pro will be showcased from October 20-22 at PhotoPlus Expo in New York. ACDSee Pro delivers advanced functionality designed to streamline the workflow of professional photographers, while incorporating the viewing speed and organizing capabilities synonymous with ACDSee products.

ACDSee Pro is a single platform where professional photographers can view, process, edit, organize, catalog, publish and archive their growing digital photo collections. Key features include advanced workflow functionality, support for DNG (Digital Negative Specification) and the latest RAW formats, RAW processing capability, batch IPTC editing, powerful color management functionality and professional publishing options.

Accelerating Professional Workflow

Workflow functionality in ACDSee Pro includes advanced multi-step batch processing that streamlines common modifications into a single step that can be saved as a profile and used repeatedly. Visual photo tagging allows photographers to quickly sort preferred images during or upon completion of a photo shoot for fast selection and deletion. Photographers can also customize workspace layouts, toolbars, and tabs and categories to provide instant access to all the information they need.

The Latest File Support To Ensure Easy Access

ACDSee Pro helps ensure photographers will be able to access their image files in detail with full support for DNG, the first publicly available archival format for RAW files. ACDSee Pro also supports RAW formats from the latest models from major camera manufacturers, including Canon, Nikon, Fujifilm, Konica Minolta, Olympus and Pentax. Additionally, photographers can leverage

fully integrated IPTC support for interoperability with other software programs that support IPTC. Plus, by being able to quickly set the textual information embedded into groups of image files all at once, photographers will save valuable time during their daily workflow.

Detailed Control Over Every Image

Photographers can process their RAW images to adjust the white balance, exposure, shadows, brightness, contrast, noise, sharpness and optical lens distortion. ACDSee Pro also features powerful, versatile color management support for ICC color profiles, including the ability to set precise color specifications and synchronize color profiles on multiple monitors. Photographers can also take advantage of the higher dynamic range of 16 bits per channel images. Additional image control features include new filters, the Shadow/Highlight tool for exposure correction and advanced image comparison complete with histogram and exposure details display.

Share Photos Professionally

Photographers can easily add watermarks to their photographs to reflect copyright or company information. Professional HTML album templates are included, so photographers can choose a design, add contact information and place a company logo to match the look and feel of their business when presenting their photos via the Web. Photographers can also use ACDSee to print high-quality photos and contact sheets, create slide shows set to music and burn images to CD and DVD for presenting work to their clients.

“Our goal with ACDSee Pro is to enable professional photographers to spend less time in front of the computer and more time behind the lens, doing what they do best - capturing great moments,” said James Latham, vice president of marketing for ACD Systems. “ACDSee Pro reflects our commitment to providing specialized products that meet the advanced needs of professional photographers.”

“With the introduction of ACDSee Pro, we offer photographers the ability to select a product that best suits their photo management needs,” said Doug Vandekerkhove, chairman, chief executive officer and president of ACD Systems. “ACDSee 8 remains the choice for photography enthusiasts and hobbyists, while we expect ACDSee Pro to emerge as the preferred photo management software among professional photographers and advanced amateurs.”

Visit the ACDSee Booth #801 during PhotoPlus Expo, October 20-22, for detailed information and product demonstrations, or visit www.acdseepro.com.

Pricing and Availability

ACDSee Pro for Microsoft® Windows® 2000 and XP will be available in January 2006 for \$129.99 (USD) at www.acdsee.com. Special upgrade pricing is available for users of ACDSee 8 and earlier versions. For more information visit www.acdseepro.com.

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**

October 28, 2005