

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

November 23, 2005

ITEM 3 NEWS RELEASE

News release dated November 23, 2005 through the facilities of the TSX Exchange.

ITEM 4 SUMMARY OF MATERIAL CHANGE

ACD Systems International Inc. ("ACD Systems") appoints Hiro Uchida to the Board of Directors.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

ACD Systems announced the appointment of Mr. Hiro Uchida to the company's board of directors.

"ACD Systems is a recognized leader, with its digital imaging technologies, the ACDSee brand and large global user base," said Mr. Uchida. "I look forward to joining the board of directors as ACD continues to build on its enormous potential for growth."

Mr. Uchida has more than 20 years experience in venture capital operations, business development, and research and development, including nine years in strategic leadership based in the United States. Mr. Uchida was a general manager at Sony Corporation Group Headquarters in Tokyo, where he was responsible for Sony's worldwide strategic venture investment, working closely with the company's executives, business units and portfolio companies. He has also actively participated on a number of boards for associations and companies based in Asia, Europe, and North America, and has published several technical papers.

"We are pleased that Mr. Uchida has accepted his appointment. His strategic acumen and years of international experience in the industry will be invaluable to ACD Systems as the company continues to capitalize on opportunities created by worldwide growth in the digital media market," said Doug Vandekerkhove, chairman, chief executive officer and president of ACD Systems.

ACD Systems also announced the resignation of Ms. Briony Bayer as a member of the board.

**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 O. Vandekerkhove, President, CEO

Tel: (250) 544-6700

ITEM 9 DATE OF REPORT

November 24, 2005