

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

January 30, 2007

ITEM 3 NEWS RELEASE

News release dated January 30, 2007 through the facilities of the TSX Exchange.

ITEM 4 SUMMARY OF MATERIAL CHANGE

ACD Systems International Inc. ("ACD Systems") announced the restructuring of its Canadian operations.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

ACD Systems, makers of ACDSee™ photo management software and Canvas™ technical illustration software, announced that it will restructure the Company to more closely reflect the needs of delivering products and services to its customers.

"Declining sales due to increased global competition has necessitated a restructuring of the company's core operations. We will improve our ability to bring outstanding products to market quickly and efficiently by streamlining our Canadian operations and reducing the number of employees by approximately 35%," said Doug Vandekerkhove, chairman, chief executive officer and president of ACD Systems. "We remain dedicated to delivering exceptional solutions for our customers, both in the digital imaging and technical illustration markets, with a smaller and more focused team of professionals," added Mark Franklin, executive vice president of ACD Systems.

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**

February 5, 2007