

**MATERIAL CHANGE REPORT UNDER
SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA)
AND SECTION 151 OF THE SECURITIES RULES;
SECTION 75(2) OF THE *SECURITIES ACT* (ONTARIO)**

1. Reporting Issuer

CREO INC.
3700 Gilmore Way
Burnaby, British Columbia
V5G 4M1

("Creo")

2. Date of Material Change

October 24, 2002

3. Press Release

Date of Issuance: October 24, 2002

Place of Issuance: Vancouver, British Columbia

4. Summary of Material Change

Creo has completed its previously announced acquisition of ScenicSoft, Inc. ("ScenicSoft"), a Washington State corporation, by merger of Creo's wholly-owned subsidiary, Creo Acquisition, Inc., a Washington State corporation, with ScenicSoft.

5. Full Description of Material Change

Creo's wholly-owned subsidiary, Creo Acquisition Inc., has merged with ScenicSoft, the surviving corporation being a wholly-owned subsidiary of Creo. The merger consideration was approximately US\$9,500,000. Approximately US\$7,200,000 was paid to the common share, preferred share and option holders of ScenicSoft; and approximately US\$2,300,000 was paid by the assumption of ScenicSoft liabilities. Of the US\$7,200,000 received by ScenicSoft's common share, preferred share and option holders, US\$4,000,000 is payable by Creo one year after the closing and is represented by unsecured, non-interest bearing, convertible promissory notes. Creo has the option to convert these notes into common shares at the average closing price of Creo's common shares for the 10 days prior to the one-year anniversary of the closing.

6. Reliance on Section 85(2) of the *Securities Act* (British Columbia)/Section 75(3) of the *Securities Act* (Ontario)

Not applicable.

7. Omitted Information

Not applicable.

8. Senior Officers

For further information contact:

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9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Burnaby, British Columbia this 31st day of October, 2002.

CREO INC.

Per: "Paul Kacir"
(Authorized Signatory)

Paul Kacir, Corporate Secretary
(Print Name and Title)