

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Reporting Issuer

LYRtech inc.
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Item 2: Date of Material Change

August 11, 2004

Item 3: Press Releases

See attached copy of a press release disseminated through *Canada NewsWire* on August 12, 2004.

Item 4: Summary of Material Change

Acquisition of substantially all the assets of Les Entreprises Pro 2000 Inc.

Item 5: Full Description of Material Change

LYRtech inc. announces the acquisition of assets of Les Entreprises Pro 2000 Inc. a manufacturer of advanced design printed circuit boards, a major supplier of components for the corporation. With such acquisition, the corporation adds a complementary sector to its business, integrating the manufacturing of an important component to its products and solutions, incurring an estimated growth of revenues in the range of \$1 million.

A press release is attached hereto giving further details about the material change referred to herein.

Item 6: Confidential Report

N/A

Item 7: Omitted Information

N/A

Item 8: Senior Officers

For further information, please contact Miguel Caron, Chief Executive Officer, at the above-mentioned address.

Item 9: Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Quebec, Quebec this 12th day of August, 2004

Per: "Miguel Caron"

Miguel Caron

News release via Canada NewsWire, Montreal 514-878-2520

Attention Business/Financial Editors:
Lyrtech Adds Speed, Flexibility and Profit by Acquiring PCB Assembly Specialist

QUEBEC CITY, Aug. 12 /CNW Telbec/ - Lyrtech inc. (TSX-V: LYT), a globally recognized specialist in digital signal processing (DSP) technologies, is pleased to announce the acquisition of Pro 2000 inc., a Canadian company engaged in high-quality, quick turnaround assembly of advanced-design printed circuit boards. This transaction, effective today, was completed in consideration of a balance of sale and the assumption of debt.

"This transaction allows Lyrtech to convert a major cost component into a revenue generating activity. This transaction is immediately accretive, adding approximately \$1,000,000 of annual revenues and incremental profit to Lyrtech. Furthermore, important synergies are expected through increased volume at Pro 2000 resulting directly from Lyrtech's expanding requirements", stated Mr. Miguel Caron, President and CEO of Lyrtech.

"Pro 2000 enjoys an excellent reputation in Electronics Manufacturing Services (EMS). This acquisition reinforces Lyrtech's ability to deliver sophisticated solutions and low volume products, including prototypes, against increasingly tight deadlines and demanding performance requirements. Lyrtech gains both speed and flexibility as a result of this transaction, two critical success factors in our field.. Of course, Pro 2000 will continue to provide excellent service to its existing customers, while actively growing its position in the EMS field," added Mr. Caron.

INFORMATION REGARDING TELECONFERENCE:

Date: Thursday, August 12, 2004 - 10:30 am

To dial-in to the Teleconference please call 1-866-283-2628.
For more information please contact us at (514) 939-3989 or by e-mail:
Edith English: eenglish(at)renmarkfinancial.com
Sylvain Laberge: slaberge(at)renmarkfinancial.com
Media: Cynthia Lane-Filiatrault: clane(at)renmarkfinancial.com

Rebroadcast of the teleconference will be available as of August 12th, 6:00 pm through August 19th 23h59 by dialing 1-877-289-8525 (access code 21091029 (pound sign)).

About Lyrtech

Lyrtech (www.lyrtech.com) is a recognized player in the global digital signal processing (DSP) market, with 20 years of experience in the delivery of advanced technology solutions and sales in over 20 countries. DSP technologies are central to network and wireless telecommunications, audio and video processing, and the electronics of defense and aerospace systems. The company works in partnership with industry leaders such as Texas Instruments, Xilinx, The MathWorks, StarCore, Altera and Analog Devices. Its customer base includes many prestigious names such as Nokia, Nortel, Fujitsu, Sony, GM, Honeywell, Toyota, Honda, BAE Systems and EADS.

Forward-Looking Statements

The statements herein that are not historical facts are forward-looking statements. These statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently projected due to various factors including economic and market uncertainty, capital spending levels in our

market segments, success of new product launches, the competitive landscape, and the successful integration of acquisitions. Other risk factors that may affect our future performance and operations are detailed in our 2003 Annual Report which is available on SEDAR.

TSX Venture Exchange has neither approved nor disapproved the information contained herein and accepts no responsibility for it.

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/For further information: Miguel Caron, President & CEO, (418) 877-4644, F.: (418) 877-7710, miguel.caron(at)lyrtech.com, www.lyrtech.com; Renmark Financial Communications Inc., Edith English, eenglish(at)renmarkfinancial.com; Sylvain Laberge, slaberge(at)renmarkfinancial.com; Media: Cynthia Lane, clane(at)renmarkfinancial.com; (514) 939-3989, Fax : (514) 939-3717, www.renmarkfinancial.com/
(LYT.)

CO: LYRTECH INC.

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