FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. **Name and Address of Company**

RSI International Systems Inc. (the "Issuer")
108 - 980 West 1st Street, North Vancouver, BC V7P 3N4

Item 2. **Date of Material Change**

November 7, 2006

Item 3. **News Release**

The Issuer issued a News Release dated November 22, 2006, pursuant to section 7.1 of National Instrument 51-102.

Item 4. **Summary of Material Change**

The Issuer announces the TSX Venture Exchange has approved the non-brokered private placement which closed on November 7, 2006. This placement totals 4,604,132 million units at a price of CDN $0.12 per unit for total gross proceeds of CDN $552,495.92. Each unit consists of one common share of the Company and one non-transferable share purchase warrant. Each full warrant entitles the holder to purchase one additional common share of the Company at the exercise price of CDN $0.20 for a period of two years.

Item 5. **Full Description of Material Change**

Please see attached Press Release.

Item 6. **Reliance on subsection 7.2(2) or (3) of National Instrument 51-102**

Not applicable. This report is not being filed on a confidential basis.

Item 7. **Omitted Information**

Not applicable.

Item 8. **Executive Officer**

To obtain further information, contact Charles Ku 604-984-6001 extension 218.

Item 9. **Date of Report**

November 22, 2006

"Ron Baldwin"
Authorized Signatory

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TSX-V Approves Private Placement

North Vancouver, BC, November 22nd, 2006. RSI International Systems Inc. ("RSI") (TSX Venture Exchange: RSY) announces that on November 20, 2006, the TSX Venture Exchange approved the non-brokered private placement announced on October 3rd, 2006. This placement totals 4,604,132 million units at a price of CDN $0.12 per unit for total gross proceeds of CDN $552,495.92. Each unit consists of one common share of the Company and one non-transferable share purchase warrant. Each common share has a 4 month hold period expiring on March 8, 2007. Each full warrant entitles the holder to purchase one additional common share of the Company at the exercise price of CDN $0.20 for a period of 2 years expiring November 7, 2008.

The proceeds of the private placement will be used for general working capital and sales expansion into other global markets.

On behalf of the Board of Directors,

Charles Ku, CEO
For more information contact 1-800-234-6595

This Media Release may contain forward-looking statements, which reflect the Corporation's current expectations regarding future events. The forward-looking statements involve risks and uncertainties. Actual events could differ from those projected herein and depend on a number of factors including the success of the Corporation's sales strategies. The TSX-V has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this news release.