

FIBER OPTIC SYSTEMS TECHNOLOGY, INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

FIBER OPTIC SYSTEMS TECHNOLOGY, INC., 4580 Dufferin Street, Suite 402, Toronto, Ontario, M3H 5Y2.

Item 2. Date of Material Change

January 31, 2006

Item 3. News Release

The Press Release was sent January 31, 2006 via CCN Matthews—Toronto, Ontario.

Item 4. Summary of Material Change

For further information, attached hereto is a copy of the Press Release.

Item 5. Full Description of Material Change

For further information, attached hereto is a copy of the Press Release.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Confidentiality is not requested.

Item 7. Omitted Information

No information has been omitted in respect of the material change.

Item 8. Executive Officer

Gary Jolly, President & CEO [416] 665-2288.

Item 9. Date of Report

January 31, 2006

FOR IMMEDIATE RELEASE

TSX Venture Exchange symbol: FOX

FOX-TEK ANNOUNCES APPOINTMENT OF NEW DIRECTOR

TORONTO, ON (January 31, 2006) – Fiber Optic Systems Technology, Inc. (the “Company” or “FOX-TEK”), a developer of patented fiber optic sensing products, today announced that David Horsley has joined the FOX-TEK Board of Directors. Mr. Horsley was appointed to the FOX-TEK board to fill the vacancy resulting from the departure of Larry Goldberg. Mr. Horsley will chair the Board’s audit committee and is expected to also serve on the compensation and corporate governance committees. The Company has granted Mr. Horsley 77,500 options with a strike price of \$3.52 and an expiry date of January 31, 2011.

Mr. Horsley is an experienced senior officer and director of public companies. Currently, he is Senior Vice President and Chief Financial Officer of Sino-Forest Corporation, a public company listed on the Toronto Stock Exchange (TSX:TRE), with its head office in Hong Kong and operations in China. Before joining Sino-Forest, he was SVP & CFO of Cygnal Technologies Corporation (TSX:CYN). Prior to that, he spent 11 years with Canadian General Capital Limited, a private equity investment vehicle owned by two major Canadian pension funds. Mr. Horsley currently sits on the Board of Sino-Forest and Cybermation. Previously, he also served on the Board and Board Committees of various private and public companies including Cygnal Technologies, Unico Foods, EDM, Site Oil Tools, FuelMaker, and Chapters.

Gary Jolly, FOX-TEK President & CEO said, “David Horsley’s financial acumen and broad corporate experience will be an invaluable resource for the Board and Company as FOX-TEK continues to grow.”

About Fiber Optic Systems Technology

Established in 2000, FOX-TEK has developed patented fiber optic sensing products that deliver a cost-effective solution for companies to continually monitor their critical infrastructure and detect and prevent high-consequence or catastrophic occurrences. The company’s primary market is the global oil and gas industry, for the monitoring of pipelines and refineries. In addition to its monitoring systems, FOX-TEK delivers a full range of professional services to its customers, including engineering design services, training, supervision of on-site installation and turnkey fiber optic sensing systems. FOX-TEK is headquartered in Toronto, Ontario and is traded on the TSX Venture Exchange under the symbol “FOX”.

This press release contains forward-looking statements based on assumptions, uncertainties, and managements’ best estimates of future events. Actual results may differ materially from those currently anticipated. Investors are cautioned that such forward-looking statements involve risks and uncertainties. Important factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements are detailed from time to time in FOX-TEK’s periodic reports filed with the Ontario Securities Commission and other regulatory authorities. FOX-TEK has no intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this press release.

FOR ADDITIONAL INFORMATION PLEASE CONTACT:

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