

51-102F3
MATERIAL CHANGE REPORT [F]

Item 1 Name and Address of Company

VendTek Systems Inc.
Suite 507, 1952 Kingsway Avenue
Port Coquitlam, BC V3C 1S5

Item 2 Date of Material Change

September 12, 2008

Item 3 News Release

The news release was disseminated on September 12, 2008 through Filing Services Canada and CNW Group.

Item 4 Summary of Material Change

The Company announces it has appointed Martin Parent as Chairman of the Board of Director. Mr. Parent replaces Paul Brock as Chairman. Mr. Brock will continue to serve on the Board as a director.

The Company also announced that it has been awarded a five year contract with Imperial Oil to provide its Esso On the Run convenience stores prepaid products and services.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news releases.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Douglas Buchanan, President, Chief Executive Officer and director at 604-944-9330

Item 9 Date of Report

September 15, 2008

VENDTEK APPOINTS MARTIN PARENT AS CHAIRMAN OF THE BOARD

September 12, 2008 – VendTek Systems Inc. (TSX-V: VSI) (“VendTek” or the “Company”), a leading provider of automated transaction systems software, is pleased to announce that it has appointed Mr. Martin Parent as Chairman of the Board of Directors.

Mr. Parent replaces Mr. Paul Brock as Chairman. Mr. Brock will continue to serve on the Board as a Director.

Mr. Parent is a graduate of the Université du Québec à Montréal, BBA and a graduate of the MBA program at the University of British Columbia. Mr. Parent is a senior executive with over 15 years experience in the consumer packaged goods and Wireless Telecom industries. Since 2003 he has worked for Cadbury Adams, the largest Confectionery organization in Canada which markets and sells gum, chocolate and candy products, and a division of Cadbury Schweppes PLC. In 2005 he was appointed Vice-President, Marketing Total Confectionery and Seasonal. In July 2008 he was appointed Vice- President of Sales for South East Asia.

Prior to Cadbury Adams, Mr. Parent was with Microcell Solutions, a wireless communications company that launched the first Canadian branded PCS service called FIDO. FIDO was recognized as the #1 Brand in the PCS category until purchased by Rogers Communications in 2004. From 2002 -2003 he was Vice-President, Fido Sales & Distribution where he was responsible and accountable for the achievement of a National Business Plan across all channels of distribution and all user segments, through a team of 600 individuals.

“We thank Paul for his years of service as Chairman of the Board. I am excited about the opportunity to work with the team as VendTek continues to grow in North American and international markets. I believe the recent Board changes have added experience that will guide VendTek through its next growth phase,” stated Mr. Parent.

For further information, please contact Samantha Haynes at 604-805-4653 or 1-800-806-4958 or shaynes@vendteksys.com

About VendTek

VendTek develops and licenses automated transaction system software and supporting technologies that improve the efficiency of product delivery, reduce costs to clients and offer superior safety measures. VendTek's customers, its division, Now Prepay and its subsidiaries are using e-Fresh™ software to build electronic, prepaid services networks, which enable consumers to purchase prepaid services via POS and self-serve terminals connected to a central e-Fresh™ server. This system creates significant value through improved efficiencies compared to the traditional distribution paradigm. e-Fresh™ reduces shrinkage and inventory requirements while improving consumer access to prepaid services by completely eliminating physical cards and vouchers. For further information please visit the Company's websites www.vendteksystems.com and www.nowprepay.com.

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

NEWS RELEASE

FOR IMMEDIATE RELEASE

TSX Venture Exchange: VSI

VENDTEK ANNOUNCES RENEWAL OF CONTRACT WITH IMPERIAL OIL

September 11, 2008 – VendTek Systems Inc. (TSX-V: VSI) (“VendTek” or the “Company”), a leading provider of automated transaction systems software, is pleased to announce that it has been awarded a five year contract with Imperial Oil to provide its Esso On the Run convenience stores prepaid products and services.

VendTek will continue to manage the prepaid category for the On the Run convenience stores after the Company’s current contract expires in October 2008. VendTek was previously recognized by Esso’s Supplier Excellence Program in 2006.

Doug Buchanan, President and Chief Executive Officer of VendTek said, “We are extremely pleased that we have been awarded this contract. We believe that our strong working relationship and our superior technology contributed to the success of our bid for Imperial Oil’s business.”

For further information, please contact Samantha Haynes at 604-805-4653 or 1-800-806-4958 or shaynes@vendteksys.com

About Imperial Oil

Imperial Oil is one of Canada’s largest corporations and a leading member of the country’s petroleum industry. It is one of the country’s largest producers of crude oil and natural gas, is the largest petroleum refiner, and has a leading market share in petroleum products sold through a coast-to-coast supply network that includes about 1,900 service stations. For further information please visit the Company’s website www.imperialoil.com

About VendTek

VendTek develops and licenses automated transaction system software and supporting technologies that improve the efficiency of product delivery, reduce costs to clients and offer superior safety measures. VendTek’s customers, its division, Now Prepay and its subsidiaries are using e-Fresh™ software to build electronic, prepaid services networks, which enable consumers to purchase prepaid services via POS and self-serve terminals connected to a central e-Fresh™ server. This system creates significant value through improved efficiencies compared to the traditional distribution paradigm. e-Fresh™ reduces shrinkage and inventory requirements while improving consumer access to prepaid services by completely eliminating physical cards and vouchers. For further information please visit the Company’s websites www.vendteksystems.com and www.nowprepay.com.

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



VendTek Systems Inc. (TSX-V: VSI)
507 – 1952 Kingsway Avenue, Port Coquitlam, BC, Canada V3C 1S5
Tel: 604 944 9330 Fax: 604 944 0812 www.vendteksystems.com