MATERIAL CHANGE REPORT

1. **<u>Name and Address of Company</u>**

PRIVA INC. (hereinafter referred to as "**Priva**" or the "**Company**")

9100 Boulevard Ray Lawson,
Anjou, Québec, H1J 1K8;

2. **<u>Date of Material Change</u>**

November 23, 2007.

3. **<u>News Release</u>**

A press releases were issued on November 23, 2007 via Marketwire.

4. **<u>Summary of Material Change</u>**

On November 23, 2007, Priva filed a proposal for its creditors (the "**Proposal**") pursuant to the *Bankruptcy and Insolvency Act* with RSM Richter Inc. The Proposal provides for a basket of $150,000 to be distributed amongst the preferred and unsecured creditors of Priva. If accepted by the statutory majorities of creditors, Priva will apply to the Superior Court of Quebec for approval of the Proposal.

5. **<u>Full Description of Material Change</u>**

On November 23, 2007, Priva filed a proposal for its creditors (the "**Proposal**") pursuant to the *Bankruptcy and Insolvency Act* with RSM Richter Inc., a licensed trustee ("**Richter**"). The Proposal provides for a basket of $150,000 to be distributed amongst the preferred and unsecured creditors of Priva. If accepted by the statutory majorities of creditors, Priva will apply to the Superior Court of Quebec for approval of the Proposal. If approved by the Court, the Proposal will be binding on all creditors subject thereto and Richter will distribute dividends to the creditors in accordance with the terms thereof.

6. **<u>Reliance on subsection 7.1(2) or (3) of National Instrument 51-102</u>**

Not applicable.

7. **<u>Omitted Information</u>**

Not Applicable.

8. **<u>Executive Officer</u>**

The name and business number of the executive officer of the Company who is knowledgeable about the material change and this report is:

Danielle Lefort, Chief Financial Officer of the Company at the above mentioned address or at 1-800-761-8881.

9. **<u>Date of Report</u>**

November 30, 2007.