

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. **Name and Address of Company**

WellPoint Systems Inc. ("WellPoint" or the "Company")
Suite 2000, 500 – 4th Avenue S.W.
Calgary, Alberta T2P 2V6

2. **Date of Material Change**

August 24, 2009

3. **News Release**

A press release dated August 24, 2009 disclosing in detail the material summarised in this material change report was disseminated through the facilities of a recognized news service and would have been received by the securities commissions where the Company is a "reporting issuer".

4. **Summary of Material Change**

On August 24, 2009, WellPoint announced that it has received confirmation that a minimum US\$3.3 million payment will be made to the Company from Export Development Canada ("EDC") pursuant to the terms of an accounts receivable insurance policy taken by WellPoint to minimize commercial risks associated with a contract for an existing customer in South America.

5. **Full Description of Material Change**

On August 24, 2009, WellPoint announced that it has received confirmation that a minimum US\$3.3 million payment will be made to the Company from EDC pursuant to the terms of an accounts receivable insurance policy taken by WellPoint to minimize commercial risks associated with a contract for an existing customer in South America.

WellPoint will now recognize the entire US\$3.3 million EDC payment as revenue under the South American contract in the third quarter of 2009. Since this contract for IDEAS software did not previously meet the requirements for revenue recognition under Canadian generally accepted accounting principles ("GAAP"), no revenue was recorded in prior periods. The proceeds received will be used to strengthen the Company's working capital position and will have a positive impact on gross profit, EBITDA and net income in the third quarter of 2009.

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

Not Applicable

7. **Omitted Information**

Not Applicable

8. **Executive Officers**

For further information, please contact:

Bharat Mahajan, CA
Phone: (403) 444-3916

9. **Date of Report**

August 25, 2009

Cautionary Note Regarding Forward Looking Statements

This material change report contains forward-looking statements. Some forward-looking statements may be identified by words like "expects", "anticipates", "plans", "intends", "indicates" or similar expressions. The statements are not a guarantee of future performance and are inherently subject to risks and uncertainties. The Company's actual results could differ materially from those currently anticipated due to a number of factors, including, but not limited to, successful integration of structural changes, including restructuring plans, acquisitions, technical or manufacturing or distribution issues, the competitive environment for the Company's products, the degree of market penetration of the Company's products, and other factors set forth in reports and other documents filed by the Company with Canadian securities regulatory authorities from time to time.