Material Change Report

Item 1. Name and Address of the Company

Jumbo Development Corporation
67 Yonge Street
Suite 1201
Toronto, Ontario
M5E 1J8

Item 2. Date of Material Change

August 5, 2005

Item 3. News Release

The Press Release was issued on August 5, 2005, through the facilities of Canada NewsWire. A copy of the Press Release was filed via SEDAR on August 5, 2005.

Item 4. Summary of Material Change

Jumbo Development Corporation ("Jumbo") completed a brokered private placement for total proceeds of $3,000,000.

Item 5. Full Description of Material Change

Jumbo has completed a brokered private placement financing for total proceeds of $3,000,000 in the form of unsecured 2 year convertible debentures with an interest rate of 10%, payable quarterly, together with one-half of one common share purchase warrant for each $0.50 principal amount of debentures subscribed for. The convertible debentures will be convertible into common shares in the capital of Jumbo at a conversion price of $0.50 per one share for a period of 2 years from the date of issuance. Each whole warrant will also be convertible into one common share in the capital of Jumbo at a price of $0.60 per share for a period of 2 years from the date of issuance.

Maison Placements Canada Inc. acted as agent in connection with the private placement.

Item 6. Reliance on Section 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 to the material change.

Item 8. **Executive Officer**

For further information, please contact Glenn Laing, President and Chief Operating Officer, at (905) 339-1245.

DATED this 15th day of August, 2005.

JUMBO DEVELOPMENT CORPORATION

By: *"Glenn Laing"*
President and Chief Operating Officer