

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

ITEM 1 Name and Address of Company:

Workgroup Designs Ltd. (“WGD”)
8000 Jane Street, Tower B, Suite 204
Concord, Ontario L4K 5B8

ITEM 2 Date of Material Change: May 29, 2006

ITEM 3 News Release: Disseminated on May 29, 2006 through Canada NewsWire.

ITEM 4 Summary of Material Change:

WGD concluded a private placement with two insiders of 1,500,000 common shares of WGD (“Common Shares”) for aggregate proceeds of \$75,000.

ITEM 5 Full Description of Material Change:

On May 29, 2006, WGD concluded a private placement with Christopher DeCairos, the Chief Executive Officer of WGD of 1,000,000 Common Shares and with Lori Rainone, the President of WGD of 500,000 Common Shares at a price of \$0.05 per Common Share for gross proceeds of \$75,000. The proceeds will be used by WGD to fund its current business plan.

ITEM 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102: N/A

ITEM 7 Omitted Information: N/A

ITEM 8 Executive Officer:

Lori Rainone, President – phone: (905) 761-9491, facsimile: (905) 761-7681

ITEM 9 Date of Report: May 29, 2006