

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company:

Chalk Media Corp.
1071 Mainland Street, 2nd Floor
Vancouver, B.C.
V6B 5P9

Item 2. Date of Material Change:

June 4, 2007

Item 3. Press Release:

On June 4, 2007 the Company issued a press release with respect to the material change. The press release was issued using Filing Services Canada Inc. for dissemination nationally in Canada to the financial press and to daily newspapers.

Item 4. Summary of Material Change:

The Company announced that it has joined the Research in Motion Limited (RIM) (Nasdaq:RIMM; TSX:RIM) BlackBerry® Independent Software Vendor (ISV) Alliance Program.

Item 5. Full Description of Material Change:

Pursuant to the terms of a Master Alliance Agreement with RIM, the Company has joined the BlackBerry® Independent Software Vendor (ISV) Alliance Program. The program will align the Company with the BlackBerry wireless solution from RIM (Nasdaq: RIMM; TSX: RIM) as the Company's mobile content solutions evolve.

The Company's President & CEO, Stewart Walchli, was quoted as stating: "BlackBerry is the wireless platform of choice for corporate and government organizations around the world. We look forward to working with the RIM ISV team to ensure that our mobile content deployment system continues to work seamlessly for BlackBerry enterprise clients. With the thousands of organizations currently running BlackBerry® Enterprise Server, the opportunity at hand is incredible."

In addition to development support and dedicated technical resources, the ISV alliance program will provide the Company with access to preview and beta software, as well as support with marketing, sales and training.

The Company is a leading provider of enterprise solutions that help organizations communicate more effectively with their employees, business partners and consumers. The Company's new

Mobile Content Deployment System allows rich media content to be pushed securely to BlackBerry® smartphones and tracked. For more information, please visit www.chalk.com.

Item 6. Reliance of Subsection 7.1(2) or (3) of National Instrument 51-120:

N/A

Item 7. Omitted Information:

State whether any information has been omitted on the basis that it is confidential information.

N/A

Item 8. Executive Officer:

The following executive officer of the Company is knowledgeable about the material change and this Report.

Kris Sutherland
Executive Vice President and Secretary
Chalk Media Corp.
1071 Mainland Street, 2nd Floor
Vancouver, B.C.
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604-684-9399

Item 9. Date of Report: June 6, 2007