MATERIAL CHANGE REPORT

Form 51-102F3

Item 1 – Name and Address of Company

Chalk Media Corp. ("**Chalk**")
1071 Mainland Street
2nd Floor
Vancouver, British Columbia
V6B 5P9

Item 2 – Date of Material Change

December 11, 2008

Item 3 – News Release

A joint news release with respect to the material change referred to in this report was issued by Research In Motion Limited ("**RIM**") and Chalk on December 11, 2008 through the facilities of Marketwire and filed on the System for Electronic Document Analysis and Retrieval (SEDAR).

Item 4 – Summary of Material Change

RIM and Chalk announces that the two companies entered into an arrangement agreement (the "**Arrangement Agreement**") for RIM to acquire Chalk in an all-cash transaction at a price per share of CDN$0.142, or CDN$23,125,000. Concurrently with the execution of the Arrangement Agreement, RIM has made a loan to Chalk in the amount of CDN$2.2 million, which will provide additional working capital to fund Chalk's operations until the completion of the transaction.

Chalk's board of directors has unanimously approved the acquisition and recommends that shareholders vote in favour of the transaction. Chalk's directors and several members of management, and certain other shareholders of Chalk, who collectively hold 34,042,652 shares representing approximately 20.9% of Chalk's issued and outstanding common shares, have entered into support agreements with RIM pursuant to which they have agreed to vote their shares in favour of the transaction.

The acquisition is to be carried out by way of a statutory plan of arrangement and will be subject to approval of 75% of the votes cast by Chalk's shareholders at a special meeting of shareholders, expected to be held in January 2009, as well as court approval. The transaction is also subject to certain other customary conditions, including regulatory approvals. The transaction is expected to close in February 2009.

Item 5 – Full Description of Material Change

RIM and Chalk announces that the two companies entered into an arrangement agreement (the "**Arrangement Agreement**") for RIM to acquire Chalk, in an all-cash transaction at a price per share of CDN$0.142, or CDN$23,125,000. Concurrently with the execution of the Arrangement

Agreement, RIM has made a loan to Chalk in the amount of CDN$2.2 million, which will provide additional working capital to fund Chalk’s operations until the completion of the transaction.

After receiving a fairness opinion from its financial advisor, Blackmont Capital Inc., and consulting with its financial and legal advisors, Chalk’s board of directors has unanimously approved the acquisition and recommends that shareholders vote in favour of the transaction. Chalk’s directors and several members of management, and certain other shareholders of Chalk, who collectively hold 34,042,652 shares representing approximately 20.9% of Chalk’s issued and outstanding common shares, have entered into support agreements with RIM pursuant to which they have agreed to vote their shares in favour of the transaction.

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Disclaimer:

This material change report includes forward-looking statements. Words such as "believe", "may", "will", "estimate", "intend", and "expect" (and the negative thereof) usually identify forward-looking statements. Forward-looking statements are statements about the future, and are always subject to uncertainty and risks (both known and unknown), including those discussed under the heading "Risk Factors" in Chalk's most current annual information form dated April 25, 2008. Because of the risks and uncertainty inherently associated with them, investors should not place undue reliance on forward-looking statements.

Although management of Chalk believes the assumptions used to make such statements are reasonable and has attempted to identify important factors that could cause actual results, performance, or achievements of Chalk to differ materially from those contained in the forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated, or intended. Certain material factors or assumptions are applied by Chalk in making forward-looking statements, including, without limitation, factors and assumptions regarding completion of the transaction with RIM, liquidity and collection of revenue, sales cycles, operating costs, taxes and fees. There can be no assurance that the forward-looking statements herein will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Chalk does not undertake to update any forward-looking statements herein, except in accordance with applicable securities laws. Further information on Chalk Media Corp. is available at www.sedar.com.

CHALK SHAREHOLDERS ARE ADVISED TO READ CHALK’S MANAGEMENT INFORMATION CIRCULAR WHEN IT IS AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION ABOUT THE ARRANGEMENT.

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

Not applicable.

Item 7 – Omitted Information

Not applicable.

Item 8 – Executive Officer

For further information, please contact Kris Sutherland, Executive Vice President, Chalk Media Corp., (604) 453-4424.

Item 9 – Date of Report

December 15, 2008

CHALK MEDIA CORP.

By: "*Stewart Walchli*"

Stewart Walchli
Chief Executive Officer