

MATERIAL CHANGE REPORT

1. Name and Address of Company:

Poynt Corporation (the "Company")
304, 5819 - 2nd Street SW,
Calgary, AB T2H 0H3

2. Date of Material Change:

April 4, 2011

3. News Release:

A news release disclosing in detail the material summarized in this material change report was issued by the Company on April 4, 2011 and disseminated through Marketwire and would have been received by the securities commissions where the Company is a reporting issuer in the normal course of its dissemination.

4. Summary of Material Change:

The Company announced the closing of its previously announced private placement of special warrants for gross proceeds of \$15,500,000.

5. Full Description of Material Change:

5.1 Full Description of Material Change:

The Offering was placed to certain strategic investors, with Socius Capital Group ("Socius") being the lead participant with an investment of \$10,000,000. Socius, with offices in Los Angeles and New York, has an impressive record of investing in emerging growth companies.

"This offering, and in particular, the strategic investment by Socius provides Poynt with the resources to accelerate our business plan," said Andrew Osis, CEO, Poynt Corp. "Socius provides access to certain relationships that will further expand our geographic footprint, as well as provide access to business and financial relationships."

Versant Partners Inc. (the "Agent") acted as agent for Poynt in respect of the Offering. A selling group was included in the Offering, a member of which was Roth Capital Partners in the United States. The Company issued an aggregate of 81,578,946 Special Warrants in the Offering, at a price of \$0.19 per Special Warrant.

Each Special Warrant is exercisable by the holder at any time after the closing of the Offering, for no additional consideration, into one common share of the Company ("Common Share") and one-half of one Common Share purchase warrant ("Warrant"). Each whole Warrant entitles the holder to purchase one Common Share at a price of \$0.19 per share for a period of five (5) years from the date of issuance of the Warrants. All unexercised Special Warrants will be deemed to be exercised on the earlier of (the "Qualification Deadline"): (a) four months and a day following the date of closing of the Offering (the "Closing Date"); and (b) the first business day after a receipt is issued for a final prospectus by or on behalf of the Alberta Securities Commission and the Ontario Securities Commission qualifying the Common Shares and Warrants to be issued upon the exercise of the Special Warrants.

Each holder of Warrants is entitled, for a period of five business days beginning on the date of issuance of the Warrants (and provided that if the Warrants are at the Qualification Deadline subject to any contractual escrow provisions, such time period will commence at such time as the Warrants are no longer subject to such contractual escrow provisions), to exercise the Warrants by surrendering them to the Company in exchange for the issuance of that number of Common Shares determined by dividing the fair value of the Warrants to be exercised (which value was

determined as of the Closing Date pursuant to the Black-Scholes option pricing model to be \$0.146 per Warrant) into the last closing price of the Common Shares on the TSX Venture Exchange (the "TSXV") immediately prior to the date of surrender.

For services in connection with the Offering, the Agent and the selling group received from the Company a cash commission (the "Commission") of \$424,500 and were granted non-transferable warrants (the "Agent's Warrants") of the Company entitling the holder to acquire, for no additional consideration, 2,628,947 compensation options (the "Agent's Options") of the Company. Each Agent's Option is exercisable by the holder to acquire one Common Share at a price of \$0.19 per share for a period of 24 months from the Closing Date. In addition, Canaccord Genuity Corp. acted as a special financial advisor to the Company in connection with the Offering and will be paid a cash fee in consideration for such services (the "Special Advisor Fee"). Further, a third party (the "Advisor") who had provided advisory services to the Company was paid a cash fee of \$850,500.00 (the "Advisor Fee") at the Closing Date and was granted non-transferable warrants (the "Advisor Warrants") of the Company entitling it to acquire, for no additional consideration, 4,476,315 options (the "Advisor Options") of the Company. Each Advisor Option is exercisable by the holder to acquire one Common Share at a price of \$0.19 per share for a period of 24 months from Closing Date. The payment of the Commission, the Special Advisor Fee and the Advisor Fee and the issuance of the Agent's Warrants and Advisor Warrants has been conditionally approved by the TSXV.

The Company intends to use the net proceeds of the Offering to further accelerate its business plan through the addition of personnel in engineering, sales and administrative roles, to evaluate and if determined to be in the best interests of the Company, pursue business development opportunities including acquisitions from third parties and for general working capital purposes.

The Special Warrants, the Common Shares, the Warrants issued upon exercise of the Special Warrants, the Agent's Warrants, the Agent's Options, the Common Shares issuable pursuant to the Agent's Options, the Advisor Warrants, the Advisor Options and the Common Shares issued upon exercise of the Agent's Options are subject to a hold period under Canadian securities laws of four months and a day from the Closing Date.

The Company has agreed to use reasonable efforts to file a preliminary short form prospectus with the securities commissions in Alberta and Ontario, to qualify the distribution of the Common Shares and Warrants to be issued upon the deemed exercise of the Special Warrants, the distribution of the Agent's Options upon exercise of the Agent's Warrant and the distribution of the Advisor Options upon exercise of the Advisor Warrants.

Upon exercise of the Special Warrants acquired by Socius in the Offering, Socius will hold approximately 12% of the currently outstanding Common Shares (inclusive of the Common Shares issued on exercise of all of the Special Warrants) or approximately 18% of the currently outstanding Common Shares if all of the Warrants to be issued to Socius are exercised. As a result, pursuant to the policies of the TSXV, the Special Warrants issued to Socius (and the Common Shares and Warrants issuable thereunder) and the subscription funds received by the Company for such Special Warrants will be held in escrow pending receipt of all required approvals of the TSXV.

The securities offered have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or any state securities laws and may not be offered or sold in the United States absent registration or an exemption from those registration requirements.

5.2 Disclosure for Restructuring Transactions:

Not applicable

6. Reliance on subsection 7.1(2) of National Instrument 51-102:

Not applicable

7. Omitted Information:

None

8. Executive Officer:

Andrew Osis, Chief Executive Officer
(403) 313-3719

9. Date of Report:

April 6, 2011