

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

**1. Name and Address of Company:**

Poynt Corporation ("**Poynt**" or the "**Company**")  
700, 5940 Macleod Trail S.W.  
Calgary, Alberta T2H 2G4

**2. Date of Material Change:**

July 5, 2012

**3. News Release:**

A news release disclosing the material change described below was issued by Poynt on July 5, 2012 through the facilities of Marketwire and would have been received by the securities commissions where Poynt is a reporting issuer in the normal course of its dissemination.

**4. Summary of Material Change:**

On July 5, 2012, Poynt filed with the Office of the Superintendent of Bankruptcy, a Notice of Intention to File a Proposal under the Bankruptcy and Insolvency Act (Canada) ("**BIA**").

**5. Full Description of Material Change:**

On July 5, 2012, Poynt filed with the Office of the Superintendent of Bankruptcy, a Notice of Intention to File a Proposal under the BIA. As a consequence of such filing, any and all recourses of the Company's creditors are stayed for an initial period of thirty (30) days from July 5, 2012, which may be extended by the Court of Queen's Bench of Alberta. The Company is not currently in a position to meet the obligations owing to its secured and unsecured creditors and as such, has taken this action under the BIA as the most expeditious and economical manner of addressing the interests of its creditors and allowing it to carry on its operations.

Poynt expects to file a formal proposal under the BIA, setting forth a comprehensive plan for payment to Poynt's creditors in due course. The trustee named in the notice of intention is Hardie & Kelly Inc., of Calgary, Alberta.

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

N/A

**7. Omitted Information:**

N/A

**8. Executive Officer:**

For further information, please contact

Andrew Osis  
President and Chief Executive Officer  
(403) 313-3719

**9. Date of Report:**

July 12, 2012

## **Forward-Looking Statements**

*This material change report may contain certain forward looking statements which may include plans, expectations, guidance or other statements that are not statements of fact, including without limiting the generality of the foregoing, meeting the terms, conditions and approval requirements under the BIA, the effect of the notice of intention under the BIA and the Company's intentions to prepare and file a comprehensive creditor plan. Although Poynt believes that the expectations reflected in such forward looking statements are reasonable, it cannot give any assurance that such expectations will prove to be correct. The effect of the stay of creditors and the formal proposal are subject to a number of conditions which Poynt cannot give any assurance that such conditions will be met on a timely basis, or if at all, as certain of the conditions are in the control of other parties. As such, the future plans and objectives of Poynt are forward looking statements that involve risks and uncertainties that may be based on assumptions that could cause actual results to differ materially from those anticipated or implied in such statements. The foregoing list of risk factors is not exhaustive. Additional information on risk factors is included in other public documents available under Poynt's profile on SEDAR. Although Poynt has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in the forward looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. In making its forward looking statements, Poynt used, among others, the following material factors or assumptions to develop a forward looking information enumerated above: the protections under the BIA are available to Poynt and Poynt will be able to formulate a suitable creditor proposal in the timelines required under the BIA. Poynt's forward looking statements are expressly qualified in their entirety by this cautionary statement. Unless otherwise required by applicable securities laws, Poynt does not intend, nor does it undertake any obligation, to update or review any forward looking statements to reflect subsequent information, events, results or circumstances or otherwise.*