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 30, 2012, August 13, 2012, August 15, 2012 and August 17, 2012

3. News Release:

News releases disclosing the material changes described below were issued by Poynt on July 31, 2012, August 14, 2012, August 15, 2012 and August 17, 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 their dissemination.

4. Summary of Material Change:

On July 30, 2012, the Court of Queen's Bench of Alberta (the "**Court**") granted an order extending Poynt's creditor protection until August 12, 2012 and an agreement was made and approved by the Court for debtor-in-possession ("**DIP**") financing for three hundred thousand Canadian dollars ($300,000.00 CDN) at an interest rate of 14% (the "**First DIP Financing**").

On August 13, 2012, the Court granted an order extending Poynt's creditor protection until August 15, 2012 and on August 15, 2012 the Court granted an order extending Poynt's creditor protection until August 20, 2012.

On August 15, 2012, the Court granted an additional order extending Poynt's creditor protection until August 26, 2012 and an agreement was made and approved by the Court for DIP financing for eighty thousand Canadian dollars ($80,000.00 CDN) at an interest rate of 14% (the "**Second DIP Financing**").

5. Full Description of Material Change:

On July 30, 2012, the Court granted an order extending Poynt's creditor protection until August 12, 2012 and an agreement was made and approved by the Court for DIP financing for three hundred thousand Canadian dollars ($300,000.00 CDN) at an interest rate of 14%. The extension was granted to provide Poynt with additional time to enable the Company to evaluate several opportunities for strategic alternatives as part of its plan to address all creditor obligations and to maximize shareholder value. The First DIP Financing is repayable on demand by the lender following an event of default. In any event, it will be repaid in full at the earliest of: (i) twelve months from July 30, 2012; (ii) the date on which Poynt completes all requirements of the Company's Notice of Intention to Make a Proposal (the "**Proposal Proceedings**") under the *Bankruptcy and Insolvency Act* (Canada) (the "**BIA**") that has been accepted by its creditors and approved by an order of the Court; and (iii) the fifth business day following the date on which the stay of proceedings ordered in the Proposal Proceedings is terminated or lifted.

On August 13, 2012, the Court granted an order extending Poynt's creditor protection until August 15, 2012 and on August 15, 2012 the Court granted an order extending Poynt's creditor protection until August 20, 2012. These extensions were granted to allow the Company additional time to work towards closing DIP financings.

On August 15, 2012, the Court granted an additional order extending Poynt's creditor protection until August 26, 2012 and an agreement was made and approved by the Court for DIP financing for eighty thousand Canadian dollars ($80,000.00 CDN) at an interest rate of 14%. The Second DIP Financing is secured against all of the Company's assets and is repayable at the lender's demand following an event of default. In any event, it will be repaid in full at the earliest of: (i) twelve months from August 16, 2012; (ii) the date on which Poynt successfully completes all requirements of the Company's Proposal Proceedings; (iii) the fifth business day following the date on which the stay of proceedings ordered in the Proposal Proceedings is terminated or lifted; or (iv) the Company completes any debt or equity financing in excess of $500,000.00.

Subject to receipt of all required regulatory approvals, including the approval of the TSX Venture Exchange, the Company has agreed to issue 320,000 common shares to the lender as consideration for taking the risk of providing of the Second DIP Financing. The common shares will be subject to applicable hold periods or restricted periods and resale restrictions imposed under applicable securities laws, including, but not limited to, a hold period of four months and one day following the date of issuance of the common shares.

The Second DIP Financing will not be sufficient to fund the Company's operations past the August 26, 2012 stay extension date, however, the Second DIP Financing provides the Company with the opportunity to continue operations while working on the Proposal Proceedings and its long-term business plan. The Company will require additional DIP financing to successfully exit creditor protection.

Hardie & Kelly Inc. of Calgary, Alberta, is the trustee appointed for the Company's Proposal Proceedings under the BIA.

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:

August 23, 2012

Forward-Looking Statements

The material change report may contain certain forward looking statements which may include plans, expectations, forecasts, projections, guidance or other statements that are not statements of fact, including, without limitation, meeting the terms, conditions and approval requirements under its creditor protection; the effect of the Second DIP Financing on Poynt's ability to continue operations while under creditor protection; the terms of the First DIP Financing and the Second DIP Financing; the Company's strategic plans; the Company's ability to obtain additional DIP financing; and the Company's long-term business plan and the expected benefits to be obtained therefrom. 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 First DIP Financing, the Second DIP Financing and further DIP financings are subject to a number of conditions and Poynt cannot give any assurance that such conditions will be met on a timely basis, or 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.

Material risk factors that could cause actual results to differ materially from the forward-looking information include, but are not limited to: risk that the Company will be unable to meet the terms of the First DIP Financing and/or the Second DIP Financing; risk that the Company will be unable to obtain additional DIP financing; risk that the Company will be unable to meet the terms, conditions and approval requirements under its creditor protection; inability of Poynt to fund its obligations; the deteriorating economic and market conditions that could lead to reduced spending on information technology products; competition in the Company's target markets; potential capital needs; management of future growth and expansion; the development, implementation and execution of the Company's strategic visions; risk of third-party claims of infringement; protection of proprietary information; customer acceptance of the Company's existing and newly introduced products; the success of brand development efforts; risks associated with strategic alliances; failure of counterparties to perform on contracts; failure to successfully negotiate contracts; failure to successfully negotiate a strategic opportunity; need to develop new and enhanced products; potential product defects; ability to hire and retain qualified employees and key management personnel; risks associated with changes in domestic and international market conditions and the entry into and development of new markets for the Company's products; failure to obtain all required regulatory approvals, including the approval of the TSX Venture Exchange of the common shares to be issued to the lender pursuant to the Second DIP Financing; and the risks described under "risk factors" in the Company's Annual Information Form for the year ended December 31, 2010 which is available on Poynt's SEDAR profile (www.sedar.com).

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 the forward looking statements in this material change report, Poynt made, among others, the following assumptions: that Poynt will be able to formulate a suitable creditor proposal in the timelines required under its creditor protection filing; that Poynt will be able to complete a DIP financing under the timelines required by the Court; that the Company will be able to hire and retain qualified employees; conditions in general economic and financial markets; ability to complete a strategic transaction; receipt of all necessary regulatory approvals; and the ability to obtain financing on acceptable terms, including Poynt's ability to finance its future commitments.

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.