MATERIAL CHANGE REPORT

PURSUANT TO SECTION 7.1 OF NATIONAL INSTRUMENT 51-102

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

   MPVC Inc. (the "Issuer")
   200 – 115 Bannatyne Avenue
   Winnipeg, Manitoba R3B 0R3

2. **Date of Material Change:**

   June 6, 2006

3. **News Release:**

   The Issuer issued a press release regarding the material change on June 6, 2006.

4. **Summary of Material Change:**

   The Issuer announced an agreement with Valor Call Solutions Inc. with respect to the assignment of a call centre services contract with The Broadcast Channel Inc. dba Mercado Fabuloso ("Mercado Fabuloso"), pursuant to which OCI will provide call centre services to Mercado Fabuloso for three years commencing June 12, 2006..

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

   See the Issuer's press attached Schedule "A".

6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:**

   Not Applicable.

7. **Omitted Information:**

   Not Applicable.

8. **Executive Officer:**

   Graham Kemp, Chairman and CEO of the Corporation, Phone Number: (480) 575-9481.

DATED at Winnipeg, Manitoba this 8th day of June, 2006.

MPVC Inc.

Per: (Signed) "*Graham Kemp*"
Graham Kemp, Chairman and CEO

SCHEDULE "A"

MPVC Inc. Announces Landmark Call Centre Services Agreement

June 6, 2006 – Winnipeg, Manitoba. MPVC Inc. (the "Corporation") (TSX-V: MPI) announced today that its wholly-owned subsidiary, OneContact, Inc. ("OCI"), has entered into a Master Services Agreement with Valor Call Solutions Inc. ("Valor") and its owner The Broadcast Channel Inc. (TBC) dba Mercado Fabuloso, pursuant to which OCI will provide call centre services to Mercado Fabuloso for three years commencing June 12, 2006. Under the agreement, OCI is entitled to receive all revenues under the Mercado Services Contract owned by Valor for a three-year period. The parties believe that the contract will provide OCI with revenues of at least USD$16,500,000 over the three-year term of the agreement.

Under the terms of the agreement, OCI will pay Valor:

1. 50% of the EBITDA in excess of USD$250,000;

2. a commission in the maximum amount of USD$450,000 pro-rated on the first USD$16,500,000 of revenue, paid out quarterly;

3. MPVC Inc. shares valued at USD$687,500 pro-rated on the receipt of the first USD$16,500,000 of revenue during the three-year term of the agreement, paid out quarterly; the shares will be issued at the current market price on the date of issuance.

At the end of the 3-year term, the contract will continue for successive one-year periods unless one party gives written notice to the other of its intention not to extend the agreement. Any Shares issued to Valor will be subject to a four-month hold period from the date of issuance pursuant to applicable securities laws and Exchange policies.

OCI is a Nevada corporation that owns and operates a call center located in Waco, Texas. The Corporation intends to acquire, directly or indirectly through OCI, call center businesses and assets throughout North America with the objective of maximizing shareholder value through consolidation, implementation of information technology and software technology tools, automated processes and experienced management.

For further information please contact Graham Kemp, Chairman and CEO of the Corporation, at (480) 575-9481.

The TSX Venture Exchange has neither approved nor disapproved the contents of this press release, which contains forward-looking statements. The Corporation is subject to significant risks and uncertainties which may cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied in such forward-looking statements. Such risk factors include, but are not limited to, risks associated with public markets, competition, lack of available acquisition opportunities, market price of the Corporation's shares, failure to obtain additional financing, dilution, customer credit risk, reliance on key personnel, changes in legislation, environmental matters, potential conflicts of interest and risk of loss of key contracts. The Corporation cannot assure investors that actual results will be consistent with any forward-looking statement and the Corporation assumes no obligation to update or revise such forward-looking statements to reflect actual events or new circumstances.