

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

Item 1 Name and Address of Company

Interim Capital Corp.
#300 – 1055 West Hastings Street
Vancouver, B.C.
V6E 2E9

(the “Corporation”)

Telephone Number: 604-609-6161

Item 2 Date of Material Change

October 26, 2006.

Item 3 News Release

A press release was disseminated on October 26, 2006 through the facilities of Canada Stockwatch Magazine and Market News Publishing Inc.

Item 4 Summary of Material Change

The Corporation has announced a private placement financing of up to \$200,000 to be used for general corporate purposes.

Item 5 Full Description of Material Change

Please see press release of October 26, 2006 attached.

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

The name and business of the executive officer of the Corporation who is knowledgeable about the material change and this report is:

Kirk E. Exner
President, Chief Executive Officer,
Chief Financial Officer and Secretary
Telephone Number: 604-609-6161

Item 9 Date of Report

November 6, 2006

INTERIM CAPITAL CORP.

Suite 300 - 1055 West Hastings Street
Vancouver, British Columbia, V6E 2E9

NEWS RELEASE

**INTERIM CAPITAL CORP. ANNOUNCES
PRIVATE PLACEMENT FINANCING**

October 26, 2006 – Vancouver, British Columbia. Interim Capital Corp. (“**Interim**” or the “**Corporation**”) (TSX-V: INA.P) announces that it will offer for sale to the public up to 500,000 of its common shares at a price of \$0.40 per share for gross proceeds of up to \$200,000. The securities will be subject to a mandatory 4 month hold period. In addition, 50% of each subscribers’ securities will also be subject to a further 6 month voluntary hold period.

The proceeds from the private placement financing will be used for general corporate purposes. Interim, a Capital Pool company, seeks a technology company of merit to acquire and fund as part of a transaction that would constitute the Corporation’s Qualifying Transaction. The private placement funds will also be available to the Corporation to finance the operations of such a prospective target pending the completion of an acquisition pursuant to TSX-V policy.

The private placement is non-brokered and will be organized and coordinated by Interim’s management. No brokerage or finder’s fees will be payable.

Completion of the private placement is subject to regulatory approval.

On behalf of the board of

INTERIM CAPITAL CORP.

Per:

“Kirk E. Exner”

Kirk E. Exner

For further information, please contact:

Interim Capital Corp.

Kirk E. Exner, President,

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e-mail: exner@hightechvc.com

**THE TSX VENTURE EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT
RESPONSIBILITY FOR THE ACCURACY OR ADEQUACY OF THIS RELEASE.**