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

**Item 1 Name and Address of Company**

Vendome Capital Corp. ("Vendome" or the "Corporation")
5650 Yonge Street, Suite 1500
Toronto, Ontario M2M 4G3

**Item 2 Date of Material Change**

October 3, 2007

**Item 3 News Release**

A news release was disseminated on October 3, 2007 via a Canadian news wire service. A copy of the press release has been filed on SEDAR and is attached hereto as Schedule "A".

**Item 4 Summary of Material Change**

On October 3, 2007, the Corporation granted 278,500 stock options t its directors and officers at an exercise price of $0.10.

**Item 5 Full Description of Material Change**

Please refer to Item 4 and Schedule "A" attached hereto.

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

Not applicable.

**Item 7 Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8 Executive Officer**

Claude Ayache, Chief Financial Officer
Telephone: 416-667-0909 or vendome@exadyn.com

**Item 9 Date of Report**

October 3, 2007

**SCHEDULE "A"**
**PRESS RELEASE**

# VENDOME CAPITAL CORP.

5650 Yonge Street • Suite 1500 • Toronto • Ontario • M2M 4G3
T: (416) 667 - 0909 • vendome@exadyn.com

**FOR IMMEDIATE RELEASE** **TSX Venture Exchange Symbol: VCC.P**

## VENDOME CAPITAL CORP.
## ANNOUNCES STOCK OPTIONS GRANTED

October 3, 2007 – The board of directors of Vendome Capital Corp. ("Vendome" or the "Corporation"), a capital pool company, have approved the issuance of a total of 278,500 stock options at an exercise price of $0.10 to be granted to the Corporation's directors and officers. The Corporation now has 1,199,450 stock options issued and outstanding.

Vendome is one of Vendome Capital Group's ("Vendome Group") capital pool companies ("CPCs"). The Vendome Group is focused on creating maximized shareholder returns through the use of CPCs. Currently, each of the Vendome Group's current two CPC's, Vendome and Vendome Capital II Corp. (TSXV: VCT-P), are trading on the TSXV under the symbols VCC.P and VCT.P, respectively. Vendome has approximately $800,000 in cash and 11,994,500 common shares issued and outstanding. VCT-P has approximately $400,000 in cash and 6,700,000 common shares issued and outstanding.

***Trading in the securities of a capital pool company should be considered highly speculative.***

***The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and / or has neither approved nor disapproved the contents of this release.***

For more information, please contact:

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