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

June 4, 2008

Item 3 News Release

A news release was disseminated on June 10, 2008 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

Vendome Capital Corp. ("Vendome" or the "Corporation"), a capital pool company, announced that the TSX Venture Exchange has conditionally approved its proposed transaction with Axiotron, Inc. based on the Letter of intent and that it plans to enter in to an Agreement in Principal or a Share Exchange Agreement as necessary.

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

Item 9 Date of Report

June 10, 2008

SCHEDULE "A"
PRESS RELEASE

VENDOME CAPITAL CORP.

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

VENDOME CAPITAL CORP. ANNOUNCES CONDITIONAL APPROVAL OF QUALIFYING TRANSACTION WITH AXIOTON, INC.

June 10, 2008 – Vendome Capital Corp. (TSXV:VCC-P) ("**Vendome**"), a Capital Pool Company, is pleased to announce that the TSX Venture Exchange (the "Exchange") has conditionally approved the previously-announced proposed acquisition (the "**Business Combination**") of El Segundo, California-based Axiotron, Inc. ("**Axiotron**") and a concurrent offering (the "**Offering**") of a maximum 59,259,259 units (the "Cashco Units") in the capital of Axiotron Canada Inc. ("**CashCo**"), an Ontario corporation, at a price of $0.135 per Cashco Unit to raise gross proceeds of a maximum of $8,000,000. Each Cashco Unit will consist of one common share of Cashco (a "Cashco Share") and a warrant to acquire one Cashco Share at a price of $0.21 during the 18 month period following the date of closing of the Offering expected to occur concurrently with completion of the Business Combination. The purpose of the Offering is to provide Vendome with sufficient funds necessary to meet TSX Venture conditions to the completion of the Business Combination. The Business Combination is scheduled to close prior to June 30, 2008. Upon the completion of the Business Combination, CashCo would become a wholly owned subsidiary of Vendome and the securities in CashCo shall be exchanged for securities in Vendome.

Fraser Mackenzie Limited has been retained to act as lead agent for the filing statement offering. In consideration for acting as agent for the Offering, Fraser Mackenzie will receive a cash commission equal to 8% of the gross proceeds of the Offering and broker warrants to acquire Cashco Shares equal to 8% of the number of Cashco Shares sold in the Offering.

The Business Combination, once completed, will constitute Vendome's capital pool Qualifying Transaction pursuant to the policies of the Exchange. Concurrently, Vendome's name will be changed to Axiotron Corp. (the "Resulting Issuer") upon the closing of the Business Combination. Completion of the Business Combination is conditional on obtaining all necessary regulatory, board and shareholder approvals, and satisfying other conditions that are typical for a share exchange transaction of this type.

Net proceeds from the Offering together with the other funds available to the Resulting Issuer on Completion of the Qualifying Transaction will be used primarily to further its business objectives, for general working capital purposes and to help the Resulting Issuer meet the Exchange's minimum listing requirements.

Claude Ayache, who is a founder, Director and the current Chief Financial Officer of Vendome will remain as a director of the Resulting Issuer and as its Chief Financial Officer, said, "We are gratified that a promising young company, presented with an array of capitalization possibilities, selected the CPC program of the Exchange and will benefit from its distinct advantages." Mr.

Ayache added, "I look forward to working with Axioton's founder and CEO Andreas Haas and the rest of his talented team to grow the company."

Additional information concerning the Business Combination may be found in Vendome's Filing Statement dated May 30, 2008, on SEDAR at http://www.sedar.com.

About Axiotron

A high-tech solution hardware manufacturing company and an Apple Premier Developer, Axiotron, Inc. (http://www.axiotron.com), is the maker of the Modbook™, the one and only tablet Mac solution. Following its unique vision of Customizing Your World™, Axiotron is dedicated to becoming a leading high-tech innovator through the conception and development of intriguing digital lifestyle products. In addition, Axiotron offers its product development expertise to companies in need of custom hardware solutions. Founded in January 2005 and privately held, Axiotron is a Delaware corporation headquartered in El Segundo, California, USA.

About Vendome

Vendome is one of Vendome Capital Group's ("Vendome Group") capital pool companies. The Vendome Group is focused on creating maximized shareholder returns through the use of capital pool companies. Currently, each of the Vendome Group's capital pool companies, Vendome and Vendome Capital II Corp. (TSXV: VCT.P), are trading on the Exchange under the symbols VCC.P and VCT.P, respectively. Vendome has approximately $700,000 in cash and 11,994,500 common shares issued and outstanding. VCT.P has approximately $300,000 in cash and 6,700,000 common shares issued and outstanding.

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. 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 has neither approved nor disapproved the contents of this release.

For more information, please contact:

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