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 July 14, 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. (the Corporation”) is announcing that due to the delays in completing it previously announced Qualifying Transcation with Axiotron, Inc. and in accordance with the TSX Venture Policy 2.4, effective at the opening on Tuesday, July 15, 2008, the Corporation’s listing will be transferred to NEX, the Company’s Tier Classification will change from Tier 2 to NEX, and the Filing and Service Office will change from Toronto to NEX.

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

July 14, 2008

SCHEDULE "A"
PRESS RELEASE

VENDOME CAPITAL CORP.

5650 Yonge Street • Suite 1500 • Toronto • Ontario • M2M 4G3
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FOR IMMEDIATE RELEASE **TSX Venture Exchange Symbol: VCC.H**

LISTING ON NEX

July 14, 2008 – Vendome Capital Corp. (the Corporation") is announcing that due to the delays in completing it previously announced Qualifying Transcation with Axiotron, Inc. and in accordance with the TSX Venture Policy 2.4, effective at the opening on Tuesday, July 15, 2008, the Corporation's listing will be transferred to NEX, the Company's Tier Classification will change from Tier 2 to NEX, and the Filing and Service Office will change from Toronto to NEX.

As of July 15, 2008, the Corporation is subject to restrictions on share issuances and certain types of payments as set out in the NEX policies and will continue to be bound by TSX Venture Policy 2.4 for Capital Pool Companies until such time as it has completed its Qualifying Transaction.

The trading symbol for the Corporation will change from VCC.P to VCC.H. There is no change in the Corporation's name, no change in its CUSIP number and no consolidation of capital.

Concurrently with the Corporation's listing on the NEX, 1.4 million of the 2 million seed shares have been cancelled, therefore, there are now a total of 10,594,500 common shares issued and outstanding as well as 642,450 stock options.

The Corporation is continuing to work with Axiotron, Inc. and Fraser Mackenzie Limited to complete the previously announced Qualifying Transaction that obtained a conditional approval.

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 $600,000 in cash and 10,594,500 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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T: (416) 667-0909

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