

FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Reporting Issuer**

REDSTONE CAPITAL CORP.

Suite 300, 570 Granville Street
Vancouver, BC V6C 3P1

2. **Date of Material Change**

January 20, 2006

3. **Press Release**

Date of Issuance: January 20, 2006
Place of Issuance: Vancouver, British Columbia

4. **Summary of Material Change**

Redstone Capital Corp. ("Redstone" or the "Corporation") is pleased to announce that it has entered into a letter of intent with Fireswirl Systems Inc. ("Fireswirl"), Tony Lau, Andrew Mah and Advantrend Investments Limited, a Hong Kong company (collectively, the "Fireswirl Shareholders") dated January 18, 2006 (the "Agreement") to enter into a share purchase agreement with Fireswirl and the Fireswirl Shareholders, such that Fireswirl will become a wholly-owned subsidiary of the Corporation (the "Proposed Acquisition"). Pursuant to the terms of the Agreement, the Corporation intends to acquire all of the issued and outstanding Class A common shares of Fireswirl ("Fireswirl Shares"). It is expected that the Proposed Acquisition will occur by way of an exempt take-over bid. The Proposed Acquisition will be subject to regulatory approval.

5. **Full Description of Material Change**

Redstone Capital Corp. ("**Redstone**" or the "**Corporation**") is pleased to announce that it has entered into a letter of intent with Fireswirl Systems Inc. ("**Fireswirl**"), Tony Lau, Andrew Mah and Advantrend Investments Limited, a Hong Kong company (collectively, the "**Fireswirl Shareholders**") dated January 18, 2006 (the "Agreement") to enter into a share purchase agreement with Fireswirl and the Fireswirl Shareholders, such that Fireswirl will become a wholly-owned subsidiary of the Corporation (the "**Proposed Acquisition**"). Pursuant to the terms of the Agreement, the Corporation intends to acquire all of the issued and outstanding Class A common shares of Fireswirl ("**Fireswirl Shares**"). It is expected that the Proposed Acquisition will occur by way of an exempt take-over bid. The Proposed Acquisition will be subject to regulatory approval.

Pursuant to the Agreement, the consideration for the Proposed Acquisition will be as follows: (i) Fireswirl Shareholders shall receive an aggregate of 12,500,000 common shares of Redstone ("**Redstone Shares**") and an aggregate of \$300,000 cash consideration to be issued or paid to Fireswirl Shareholders on a pro rata basis. It is anticipated that a finder's fee of 500,000 Redstone Shares may be paid in connection with the Proposed Acquisition. Each of the Fireswirl Shareholders reside in British Columbia, except for the Hong Kong company which is beneficially owned equally by Koon Tung Lau and Wing Yin Tse both of whom reside in Hong Kong.

In addition, concurrent with the Proposed Acquisition, the Corporation proposes to complete a brokered private placement of up to 3,000,000 units at a price of \$0.80 per unit whereby each unit will consist of one common share and one half of a common share purchase warrant. It is anticipated that up to 315,000 agent's warrants may be issued by Redstone and that a commission may be paid upon completion of the private placement.

The Corporation currently has 3,120,000 Redstone Shares issued and outstanding. In addition, there are 150,000 options that have been granted to the Corporation's directors and officers under its current stock option plan and agent's warrants to purchase 100,000 Redstone Shares which were granted to Haywood Securities Inc. in connection with the Corporation's initial public offering. Upon completion of the Proposed Acquisition and private placement, it is expected that the Corporation will have approximately 19,120,000 Redstone Shares, 1,815,000 Redstone warrants, 100,000 Redstone agent's warrants and 150,000 Redstone options issued and outstanding.

The Corporation is a "capital pool company" and intends for the Proposed Acquisition of Fireswirl to constitute the "Qualifying Transaction" of the Corporation as such terms are defined in the policies of the TSX Venture Exchange (the "**Exchange**"). Upon completion of the Proposed Acquisition, it is expected that the resulting issuer (the "**Resulting Issuer**") will be a Tier 2 Technology Issuer. The Proposed Acquisition is an arm's length transaction.

On completion of the Proposed Acquisition, the Corporation will carry on in the software development industry.

Fireswirl

The following information relating to Fireswirl, its operations and financial history, has been provided to the Corporation by Fireswirl.

Fireswirl Systems Inc. was founded in 1999 under the laws of British Columbia as a software development company which focused primarily on contract engagements and project management. In 2002, Fireswirl recognized the opportunity that existed in the online poker industry and refocused its resources on the development of gaming software. The company began developing what was launched in 2004 as the "Fireswirl Poker Suite". This unique software provides an advanced online poker solution that is scaleable and customizable. The software boasts impressive operating capabilities, including the ability to handle complex game play regardless of player volume. In addition, it is currently the only online application that offers true "on the fly" multi language and multi currency capability.

The Fireswirl Poker Suite is a fully market ready product, designed to provide licensees with a complete solution for operating an online poker suite. It offers seven different poker games: Texas Hold'em, Omaha, Omaha Hi/Lo, 7 Card Stud, 7 Card Hi/Lo, 5 Card Stud and Asian Show hand. One of the key advantages of the Fireswirl Poker Suite is its small foot print download (less than 3MB) allowing players to go "live" more quickly regardless of their connection speed. The company's proprietary technology allows it to offer players a lifelike gaming environment with exceptional sound and video.

The software also includes an extensive range of back-office support tools to manage and analyze the poker room operation. Licensees are provided with the tools to manage the transfer of funds, chat, organize tournaments, personalize email messages and other functions. The Fireswirl Poker Suite also comes standard with multiple reports and advanced data analysis tools. The first online poker site using Fireswirl technology was launched in June 2005 and the anticipated launch of a second site is expected shortly.

In addition to the continued development and marketing of the Fireswirl Poker Suite, the company has developed betting/trading exchange platforms for third parties on a contract basis. In this regard, the company has launched a new product suite called "Betshield" which is strategically allied with the industry giant, Betfair.com. With the core research and development completed, Fireswirl is now focusing its efforts on entering into additional master licence agreements with qualified operators.

Through master licencing agreements, the company generates upfront licencing and customization fees, annual support payments and anticipated royalties. Fireswirl maintains an office at Suite 710, 900 West Hastings Street, Vancouver, B.C., V8L 2Z6.

The current management team collectively has over 25 years of gaming industry expertise and is comprised as follows:

Tony Lau

Tony Lau, Chief Executive Officer and Chief Technical Officer of Fireswirl Systems Inc., holds a degree in Electronics Engineering and Microcomputing from the University of Glasgow, Scotland. Mr. Lau founded Fireswirl Systems Inc. in 1999. Mr. Lau is a technologist by background, but is also a seasoned executive in the technology industry. His previous appointments include serving as Chief Technology Officer of TradeUnit Limited, a pan-Asia business-to-business trading platform for electronic components, and Chief Technology Officer of Paystone Technologies, a leading Canadian online payment solution provider. Mr. Lau has extensive experience and network in the electronic payment, trading and exchange field.

Renato Finamore

Renato Finamore, Chief Financial Officer of Fireswirl Systems Inc., has been an accredited Certified General Accountant in British Columbia since 1978, and held the position of Senior Auditor from 1989 to 2004 with the B.C. Gaming Commission. During his tenure with the B.C. Gaming Commission, Mr. Finamore's duties included carrying out audits for government-licensed casinos/poker operations and implementing compulsory standard operating procedures.

Andrew Mah

Andrew Mah, Chief Operating Officer of Fireswirl Systems Inc., held a senior position with the B.C. Gaming Commission from 1987 to 1997. During his tenure, Mr. Mah's duties included on-site inspections of casino and poker establishments to ensure compliance; reviews of internal financial controls; and conducting investigations for fraud and related criminal code offences. Mr. Mah has also undergone training with the Nevada Gaming Commission in casino operation. In 1997, Mr. Mah started his own company that provided business consultation in the area of corporate finance for several listed and privately held companies. Mr. Mah holds a Diploma in of Technology from the British Columbia Institute of Technology, and has also completed the Canadian Securities Course.

A summary of Fireswirl's financial information will be filed with the TSX Venture Exchange when it is available.

Insiders and Board of Directors of the Resulting Issuer

Upon completion of the Proposed Acquisition, it is expected that the board of directors will be comprised of Tony Lau, Andrew Mah, one nominee of the current management of Redstone and one additional individual who, in the opinion of the Fireswirl shareholders, is independent and knowledgeable of the software business relating to the online gaming industry.

Sponsorship of Qualifying Transaction

Sponsorship of a qualifying transaction of a capital pool company is required by the Exchange unless exempt in accordance with Exchange policies. The Corporation will apply for an exemption from sponsorship requirements. However, there is no assurance that the Corporation will obtain this exemption.

Description of Significant Conditions to Closing

Completion of the Proposed Acquisition is subject to a number of conditions, including, but not limited to, Exchange acceptance. As the Proposed Acquisition is an arm's length transaction, shareholder approval will not be required. In addition, other necessary conditions to close the Proposed Acquisition include obtaining all other necessary regulatory, and third party approvals and authorizations, the completion of a definitive agreement setting forth the terms and conditions set forth in the Agreement, the concurrent completion of the brokered private placement referred to herein and the completion of due diligence. There can be no assurance that the Proposed Acquisition will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Proposed Acquisition, 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.

In accordance with Exchange policy, the Corporation's shares are currently halted from trading and will remain halted until further notice. Prior to resuming trading Redstone will identify the broker for its brokered private placement of units.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

The name and business number of the executive officer of Lara Exploration Ltd. who is knowledgeable about the material change and this report is:

Redstone Capital Corp.

Richard Graham, President and Director
Phone: 604.689.1428

Fireswirl Systems Inc.

Tony Lau, Chief Executive Officer and Director
Phone: 604.696.2069

9. Date of Report

February 15, 2006