FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Kam and Ronson Media Group Inc. ("**KMG**" or the "**Corporation**")
Flat A, 5/F Yeung Yiu Chung Industrial Building
19 Cheung Shun Street, Lai Chi Kok
Kowloon, Hong Kong

Item 2. Date of Material Change

August 10, 2006.

Item 3. News Release

A News Release disclosing the details outlined in this Form 51-102F3 – Material Change Report was issued by the Corporation at Calgary, Alberta through the services of Filing Services Canada on August 14, 2006 and would have been received by the securities commissions where KMG is a "reporting issuer" and the stock exchange on which the securities of KMG are listed and posted for trading in the normal course of their dissemination.

issued by the Corporation at Calgary, Alberta through the services of Filing Services Canada on June 30, 2006

Item 4. Summary of Material Change

KMG announced that it has closed a non-brokered private placement of common shares of KMG at $0.18 per common share. The private placement closed on August 10, 2006 with a total of 2,083,332 common shares being subscribed for representing $374,999.76 in proceeds.

Item 5. Full Description of Material Change

The full details of the material change are more fully described in the attached New Release.

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

Not Applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Mr. Greg Hansen, Director
Kam and Ronson Media Group Inc.
Telephone No. (403) 397-0186

Ms. Betty Poon, Chief Financial Officer
Kam and Ronson Media Group Inc.
Telephone No. (852) 9308-9004

Item 9. Date of Report

August 14, 2006.

THIS NEWS RELEASE IS NOT FOR DISSEMINATION IN THE UNITED STATES OF AMERICA OR TO ANY UNITED STATES NEWS SERVICES

KAM AND RONSON MEDIA GROUP INC.

FOR IMMEDIATE RELEASE
AUGUST 14, 2006

NEWS RELEASE

Kam and Ronson Media Group Inc. ("**KMG**") is pleased to announce that it has closed a non-brokered private placement of common shares of KMG at $0.18 per common share. The private placement closed on August 10, 2006 with a total of 2,083,332 common shares being subscribed for representing $374,999.76 in proceeds with a hold period expiring on December 10, 2006.

A finders fee was paid to an arm's length third party of KMG consisting of cash in the amount of 10% of the gross proceeds raised by the finder totalling $37,499.98.

The proceeds of the private placement will be used as working capital to fund general operational expenses and expansion of KMG's business in the People's Republic of China.

Kam and Ronson Media Group Inc. is a company listed and trading on the TSX Venture Exchange under the symbol "KMG". Kam and Ronson Media Group Inc. is a leading home entertainment distribution company in Hong Kong, S.A.R.. The company is engaged in the business of distribution, wholesale and retail of home video programs titles in VCD and DVD formats, musical titles in CD and Super Audio DC formats and live concerts and events programs in CD, VCD and DVD formats.

FOR FURTHER INFORMATION PLEASE CONTACT:

Mr. Gregory Hansen, Director
Kam and Ronson Media Group Inc.
Telephone No. (403) 397-0186

Ms. Betty Poon, Chief Financial Officer
Kam and Ronson Media Group Inc.
Telephone No. (852) 9308-9004