This is the form of a material change report required under section 85 (1) of the *Securities Act* and section 151 of the *Securities Rules*.

BC FORM 53-901F
(Previously Form 27)

Securities Act

MATERIAL CHANGE REPORT

Item 1: Reporting Issuer

CUE CAPITAL CORP. 3rd Floor – Bellevue Centre 235-15th Street, West Vancouver, BC, V7T 2X1

Item 2: Date of Material Change

August 9, 2006

Item 3: Press Release

August 9, 2006

Item 4: Summary of Material Change

Due diligence review of a uranium mineral exploration opportunity

Item 5: Full Description of Material Change

***Vancouver* –** Management of Cue Capital Corp. (“Cue”) has started a due diligence review of a uranium mineral exploration opportunity in the area of Yuty in the eastern portion of the Republic of Paraguay by retaining the services of Scott Wilson Roscoe Postle Associates Inc. to prepare a qualifying report on a property with recommendations to the Board.

The opportunity relates to a mineral prospecting concession on 188,500 hectares of land which were previously explored during the period 1976 to 1983 by a joint venture consisting of the Anschutz Corporation of Denver, Colorado, the Korea Electric Power Company and Taiwan Power Company.

Historical data remain available with respect to a drilling program undertaken on the property during the earlier exploration period which relates to data from a drill program consisting of over 100,000 meters.

As part of the Company’s due diligence process, the Company will pay for the cost of assembling the historical technical data and Scott Wilson Roscoe Postle Associates Inc. will assemble the data for processing in advanced computer software programs with a view of delivering a digital interpretation of the data in a qualifying report prepared to the standards of National Policy Statement 43-101 which will determine whether or not the project qualifies as a qualifying transaction as that terminology is used in the TSX Venture Exchange Listing Policies for Capital Pool Corporations.

The budget established by Cue for the assembly of technical data and the preparation of the qualifying report is estimated at US$100,000. These funds are available from proceeds raised privately and pursuant to the Company's CPC Prospectus July 4, 2006 as set out in the Use of Proceeds section of the Prospectus.

Cue continues in negotiations with the vendors with a view of concluding the terms of an agreement under which it would be entitled to earn up to a 50% interest in and to the concessions through a Company incorporated under the laws of Paraguay for the purpose of exploring the lands under the mineral prospecting license granted by the government of Paraguay.

Should Cue be successful in negotiating acceptable terms of an agreement in principle and subject to the recommendations of Scott Wilson Roscoe Postle Associates Inc. being favorable, Cue's acquisition of an interest in the concession lands and completion of the transaction is subject to a number of conditions, including but not limited to Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. 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 Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

Item 6: Reliance on section 85 (2) of the Act

N/A

Item 7: Omitted Information

N/A

Item 8: Senior Officers

Rahoul Sharan- President/CEO
Bev Funston- Secretary

Item 9: Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at the City of Vancouver, British Columbia this 9th day of August 2006.

"Bev Funston"

Bev Funston, Corporate Secretary