

**Form 51-102F3
MATERIAL CHANGE REPORT**

Item 1 - Name and Address of Company:

Pixman Capital Inc. ("Pixman Capital")
3530 St-Laurent Boulevard
Montreal, Québec H2X 2V1

Item 2 - Date of Material Change:

July 21, 2006

Item 3 - News Release:

A news release was issued on July 21, 2006

Item 4 - Summary of Material Change:

Pixman Capital Inc., a capital pool company (TSX Venture Exchange: PMN.P), announce that it has entered into an agreement in principle, on July 21, 2006, with Daniel Langlois Investments Inc., Guy Labelle and Jake Michael Chadwick, providing for the acquisition of all the issued and outstanding shares of Pixman Corporation (the "Target Company"), including shares issuable pursuant to the conversion or exercise of securities convertible or exercisable for shares in the capital of the Target Company.

Item 5 - Full Description of Material Change:

Pixman Capital Inc., a capital pool company (TSX Venture Exchange: PMN.P), announce that it has entered into an agreement in principle, on July 21, 2006, with Daniel Langlois Investments Inc., Guy Labelle and Jake Michael Chadwick, providing for the acquisition of all the issued and outstanding shares of the Target Company, including shares issuable pursuant to the conversion or exercise of securities convertible or exercisable for shares in the capital of the Target Company.

This share purchase will be made in consideration of an aggregate price of \$6,500,000, payable by the issuance of 16,250,000 common shares of Pixman Capital at a price of \$0.40 per share. Additionally, convertible debentures in the principal amount of \$800,000 issued by the Target Company in May 2006 to arm's length parties will be converted and exchanged concurrently with the closing of the acquisition for 2,000,000 common shares of Pixman Capital at a price of \$0.40 per share. The warrants attached to these convertible debentures will be exchanged for 2,000,000 warrants exercisable for common shares in the share capital of Pixman Capital that will carry the same terms as the warrants to be issued under the Concurrent Financing described below.

This transaction constitutes Pixman Capital's qualifying transaction pursuant to the applicable regulations of the TSX Venture Exchange Inc. (the "Exchange") and is hereinafter referred to as the "Qualifying Transaction".

In addition to conditions usual for this type of transaction, including required regulatory authorizations, the Qualifying Transaction is subject to the closing of a concurrent private placement of units of Pixman Capital, composed of one common share and one half of a common share purchase warrant, at an issue price of \$0.40 per unit, for gross proceeds of not less than \$1,200,000 and not more than \$3,200,000 (the "Concurrent Financing"). Dundee Securities Corporation will act as agent in connection with the Concurrent Financing.

As the Qualifying Transaction is considered a non arm's length qualifying transaction, its completion is also subject to the approval of the majority of shareholders of Pixman Capital other than the non arm's length parties. Subject to regulatory approvals, it is anticipated that the shareholders' meeting to approve the Qualifying Transaction will be held by the end of September 2006 and that the closing of the Qualifying Transaction will take place by the end of October 2006.

Pixman Capital has made a request to the Exchange to halt the trading of its common shares on the Exchange until the closing of the Qualifying Transaction.

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

Not Applicable.

Item 7 - Omitted Information

Not Applicable.

Item 8 - Executive Officer:

For further information, please contact:

Jake Michael Chadwick
3530 St. Laurent Boulevard
Montreal, Québec
H2X 2V1

Telephone: (514) 845-9669

Facsimile: (514) 845-9699

Item 9 - Date of Report

DATED at Montreal, Québec, this 21st day of July, 2006.

For immediate release

PIXMAN CAPITAL INC. ANNOUNCES THE SIGNATURE OF AN AGREEMENT IN PRINCIPLE REGARDING A QUALIFYING TRANSACTION

Montreal, July 21, 2006 – Pixman Capital Inc. ("Pixman Capital"), a capital pool company (TSX Venture Exchange: PMN.P), today announced that it has entered into an agreement in principle with Daniel Langlois Investments Inc., Guy Labelle and Jake Michael Chadwick, providing for the acquisition of all the issued and outstanding shares of Pixman Corporation (the "Target Company"), including shares issuable pursuant to the conversion or exercise of securities convertible or exercisable for shares in the capital of the Target Company.

This share purchase will be made in consideration of an aggregate price of \$6,500,000, payable by the issuance of 16,250,000 common shares of Pixman Capital at a price of \$0.40 per share. Additionally, convertible debentures in the principal amount of \$800,000 issued by the Target Company in May 2006 to arm's length parties will be converted and exchanged concurrently with the closing of the acquisition for 2,000,000 common shares of Pixman Capital at a price of \$0.40 per share. The warrants attached to these convertible debentures will be exchanged for 2,000,000 warrants exercisable for common shares in the share capital of Pixman Capital that will carry the same terms as the warrants to be issued under the Concurrent Financing described below.

This transaction constitutes Pixman Capital's qualifying transaction pursuant to the applicable regulations of the TSX Venture Exchange Inc. (the "Exchange") and is hereinafter referred to as the "Qualifying Transaction".

In addition to conditions usual for this type of transaction, including required regulatory authorizations, the Qualifying Transaction is subject to the closing of a concurrent private placement of units of Pixman Capital, composed of one common share and one half of a common share purchase warrant, at an issue price of \$0.40 per unit, for gross proceeds of not less than \$1,200,000 and not more than \$3,200,000 (the "Concurrent Financing"). Dundee Securities Corporation will act as agent in connection with the Concurrent Financing.

As the Qualifying Transaction is considered a non arm's length qualifying transaction, its completion is also subject to the approval of the majority of shareholders of Pixman Capital other than the non arm's length parties. Subject to regulatory approvals, it is anticipated that the shareholders' meeting to approve the Qualifying Transaction will be held by the end of September 2006 and that the closing of the Qualifying Transaction will take place by the end of October 2006.

Pixman Capital has made a request to the Exchange to halt the trading of its common shares on the Exchange until the closing of the Qualifying Transaction.

About Pixman Corporation

Pixman Corporation is a Montreal-based multimedia promotions company created in 2003 under the laws of Canada. The foundation of Pixman Corporation's business is the Pixman™ multi-media back-pack with a visual display worn by actors. The Pixman™ is a kit integrating state-of-the-art media and visualization equipment into an ergonomic back-pack. Pixman™ represents a new and innovative way to promote brands, companies, products and services directly "on-site" with the target market in specific locations.

About Pixman Capital

The principal business of the Corporation is the identification and evaluation of assets or businesses with a view to completing a "Qualifying Transaction".

Caution Concerning Forward-Looking Statements

Certain statements made in this press release, including, but not limited to, the proposed Qualifying Transaction and the timing of the shareholders' meeting and of the closing of the proposed Qualifying Transaction, and other statements that are not historical facts, are forward-looking statements and are subject to important risks, uncertainties and assumptions. In particular, in making these statements, Pixman Capital has assumed, among other things, that the proposed Qualifying Transaction will receive the required regulatory and securityholder approvals and that the other conditions to the transaction can be satisfied in accordance with their terms. The results or events predicted in these forward-looking statements may differ materially from actual results or events. As a result, readers are cautioned not to place undue reliance on these forward-looking statements. For additional information with respect to certain of these and other assumptions and risk factors, please refer to Pixman Capital's final prospectus dated June 30, 2006 and filed with the Canadian securities commissions. The forward-looking statements contained in this press release represent our expectations as of July 21, 2006. We disclaim any intention and assume no obligation to update or revise any forward-looking statements.

THE TSX VENTURE EXCHANGE INC. HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

Information:

Jake Michael Chadwick, Chief Financial Officer
Pixman Capital Inc.
(514) 845-9669