

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

Item 1. Name and Address of Company

Sandpoint Capital Inc.
Suite 210-580 Hornby Street
Vancouver, BC V6C 3B6

Item 2. Date of Material Change

May 3, 2007

Item 3. News Release

Press Release was issued on May 3, 2007 at Vancouver, British Columbia and disseminated through Canada News Wire.

Item 4. Summary of Material Change

The Company, a capital pool company, completed its initial public offering in British Columbia and Alberta by issuing 2,000,000 common shares at a purchase price of \$0.10 per share for gross proceeds to the Company of \$200,000.

Item 5. Full Description of Material Change

The Company, a capital pool company, completed its initial public offering in British Columbia and Alberta by issuing 2,000,000 common shares at a purchase price of \$0.10 per share for gross proceeds to the Company of \$200,000.

Haywood Securities Inc. acted as agent in respect of the offering and received a cash commission of \$15,000, and administration fee of \$7,500 as well as an option to acquire an aggregate of 200,000 common shares for a period of two years from the date of the listing of the common shares of Sandpoint on the TSX Venture Exchange at an exercise price of \$0.10 per common share.

The Company's common shares are expected to commence trading on the TSX Venture Exchange at the opening on May 4, 2007 under the trading symbol "SPC.P".

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

Not Applicable

Item 7. Omitted Information

Not Applicable

Item 8. **Executive Officer**

The following executive officer of the Company is available to answer questions regarding this report:

Suzanne Wood, Secretary and Chief Financial Officer
Suite 210-580 Hornby Street
Vancouver, BC V6C 3B6

Telephone: 604-687-6991 ext.15
Facsimile: 604-684-0342

Item 9. **Date of Report**

May 3, 2007