FORM 51-102F3

MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102

1. Name and Address of Company

Sandpoint Capital Inc.
Suite 490, 580 Hornby Street
Vancouver, BC V6C 3B6

2. Date of Material Change

September 5, 2008

3. News Release

September 5, 2008

4. Summary of Material Change

The Company has executed a formal Amalgamation Agreement with Swift Power Corp. to effect the merger of their shareholdings and operations.

5. Full Description of Material Change

Further to the Company’s news release dated May 23, 2008 and to its Form 51-102F3 dated May 26, 2008, the Company and Swift Power Corp. (“Swift”) have executed a formal Amalgamation Agreement to effect the merger of their shareholdings and operations (the “Amalgamation”). The Amalgamation will constitute Sandpoint’s qualifying transaction (the “Qualifying Transaction”) under the policies of the TSX Venture Exchange (please refer to May 23, 2008 news release). The proposed name of the amalgamated company is Swift Power Corp. The Amalgamation remains subject to acceptance by the TSX Venture Exchange and the shareholders of each of Sandpoint and Swift at special general meetings scheduled to be held on October 22, 2008.

Union Securities Ltd. will act as sponsor to the Qualifying Transaction in accordance with the policies of the TSX Venture Exchange.

Swift is a development-stage independent power company, incorporated in British Columbia and based in Vancouver, with rights to water licence applications filed with the British Columbia government regarding several sites on various creeks in BC. In addition to rights to several water license applications, Swift has approximately $1.41 million in assets. Swift’s business is to develop – either directly or with joint venture partners –

renewable power projects in BC and potentially in other provinces of Canada and internationally. Swift's primary purpose is to develop run-of-river projects on provincial creeks and sell sustainable, green power to British Columbia Hydro. Swift's goal is to develop a reliable network of sustainable power projects that is respectful of environmental and community values.

Upon completion of the Qualifying Transaction, Swift's Board of Directors will include Pamela Egger, Ross MacLachlan, David Turner, and Alexi Zawadzki.

6. Reliance on Subsection 7.1(2) and (3) of National Instrument 51-102

Not Applicable.

7. Omitted Information

Not Applicable.

8. Executive officer

Peter Shandro, President and CEO
Suite 490, 580 Hornby Street
Vancouver, BC V6C 3B6
Telephone: 604-687-6991
Fax: 604-684-0342

9. Date of Report

September 8, 2008