

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

1. Name and Address of Company

BlackLine GPS Corp.
#101, 1215 – 13th Street SE
Calgary, AB
T2G 3J4

2. Date of Material Change

July 21, 2009

3. News Release

A news release was disseminated on July 21, 2009 via Marketwire.

4. Summary of Material Change

The Company announced that it had appointed Martin Thall to its board of directors.

5. Full Description of Material Change

5.1 Full Description of Material Change

See July 21, 2009 News Release a copy of which is attached.

5.2 Disclosure for Restructuring Transactions

Not Applicable

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

Not Applicable

7. Omitted Information

Not Applicable

8. Executive Officer

The name and business number of the executive officer of BlackLine GPS Corp. who is knowledgeable about the material change and this report is:

Clark L. Swanson, President & CEO
Tel: (403) 870-3059

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US Headquarters
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News Release

For Immediate Release

July 21, 2009

Blackline GPS Corp. Announces Appointment of Martin Thall to its Board of Directors

Calgary, AB - Blackline GPS Corp. (TSXV: BLN) ("Blackline" or the "Company") is pleased to announce the appointment of Martin Thall to its board of directors. As the Vice President and General Manager of Microsoft's Automotive division (2004 to 2008), Martin drove their success in automotive by advancing the industry's efforts to enhance consumers' driving experience through embedded solutions resulting in safer integration of mobile devices into the automobile via the company's dedicated software platform. Under Mr. Thall's leadership, Microsoft Auto was developed and is now shipping in all major worldwide automotive markets through Fiat, Ford, Hyundai-Kia, and others.

Prior to his leadership of Microsoft's automotive division, Mr. Thall was Vice President of Microsoft's Communications Sector from 2000 to 2004 with a P/L responsibility in excess of \$1 billion. He was responsible for sales, marketing, consulting and support services for wireline and wireless carriers, cable operators, Internet and application service providers, network equipment providers, and media and entertainment companies in the United States, Canada, Latin America and South America.

In his current role, Mr. Thall, serves as a strategic advisor to several automotive, technology, and telecommunications companies.

Blackline GPS President and CEO, Clark Swanson, said, "Having someone of Mr. Thall's calibre join our organization is a wonderful affirmation of our strategy and the enormous potential that our GPS services platform provides. I am looking forward to working with Martin and drawing on his experience to further

enhance our company's first to market, always-on recovery and monitoring system under one of the world's most powerful brands in automotive accessories - Escort."

Cody Slater, Chairman for Blackline GPS Corp welcomed Mr. Thall to the board saying, "Marty has real depth in our business arena. He brings valuable experience including his key relationships in automotive as well as his history of taking products from concept to market that will be a tremendous value to our company. I am very much looking forward to working closely with Martin as we continue to position Blackline for success."

"I am excited to join the Blackline GPS Board," said Mr. Thall. "The company has industry leading technology targeted at a sizable market with a strong management team in place to lead them through a period of rapid growth. They are one of the first companies I have seen in the space who really have what it takes to lead in the location based services industry."

About Blackline GPS, Corp.

Blackline GPS Corp. is a communication technology manufacturer of security, tracking & monitoring devices for automotive, commercial and industry safety and family use. Blackline GPS sells its products under its own brand name and through a mutually exclusive licensing arrangement with Escort Inc., the world's leading technology company in automotive radar and laser detection instruments (www.escortinc.com). Blackline GPS also provides monitoring services for their manufactured products under partnership with Reliance Protectron, the 5th largest security company in North America. www.blacklinegps.com

About Microsoft Corporation

Microsoft Corporation develops, manufactures, licenses and supports a range of software products for computing devices. The Company's software products include operating systems for servers, personal computers and intelligent devices, server applications for distributed computing environments, information worker productivity applications, business solution applications, high-performance computing applications and software development tools and video games.

A copy of this news release will be available at www.sedar.com.

Certain statements included in this presentation may be considered forward-looking. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements, and therefore these statements should not be taken as guarantees of future performance or results. Forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond Blackline's control, including: the impact of general economic conditions, industry conditions, increased competition, the lack of availability of qualified personnel or management, fluctuations in foreign exchange or interest rates and stock market volatility. The forward-looking statements contained in this news release are made as at the date of this news release and Blackline does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

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