

FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Blackline GPS Corp. (the “**Corporation**” or “**Blackline**”)
101, 1215 - 13th Street S.E
Calgary, Alberta T2G 3J4

2. **Date of Material Change**

June 15, 2010.

3. **News Release**

A press release was disseminated on June 15, 2010 via Marketwire.

4. **Summary of Material Change**

The Corporation announced the appointment of Paula Kaner, CA as Chief Financial Officer of the Corporation.

5. **5.1 Full Description of Material Change**

The Corporation announced the appointment of Paula Kaner, CA as Chief Financial Officer. Ms. Kaner has extensive experience in corporate and executive management. As a past officer and director of a successful financial services organization, she led the organization’s growth to \$4 billion in assets under administration as part of the senior management team. Most recently, Ms. Kaner has served as a consultant and advisor to various organizations, working with executive management teams in the development of their strategic business plans and other initiatives.

Ms. Kaner succeeds Randy Henderson who departs to pursue the increasing demands of his consulting practice. Mr. Henderson will continue to assist the Company in a consulting capacity.

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 Swanson, President and Chief Executive Officer
Telephone: (403) 451-0327

9. **Date of Report**

June 22, 2010