MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer:

Everest Ventures Corp. ("Everest")
400, 750 – 11th Street S.W.
Calgary, Alberta, T2P 3N7

Item 2. Date of Material Change:

December 4, 2008

Item 3. News Release:

News release was disseminated via Marketwire on December 5, 2008.

Item 4. Summary of Material Change:

Everest announced that it has entered into an amending agreement (the "**Amending Agreement**") to amend certain terms of the amalgamation agreement with 7051956 Canada Ltd., a wholly owned subsidiary of Everest, and hyperWALLET Systems Inc. ("**hyperWALLET**") dated effective September 30, 2008 (the "**Amalgamation Agreement**") in connection with a proposed amalgamation between 7051956 Canada Ltd. and hyperWALLET, which is intended to constitute Everest's Qualifying Transaction (the "**Proposed Qualifying Transaction**").

Item 5. Full Description of Material Change:

5.1 Full Description of Material Change

Everest announced that it has entered into an amending agreement (the "**Amending Agreement**") to amend certain terms of the amalgamation agreement with 7051956 Canada Ltd., a wholly owned subsidiary of Everest, and hyperWALLET Systems Inc. ("**hyperWALLET**") dated effective September 30, 2008 (the "**Amalgamation Agreement**") in connection with a proposed amalgamation between 7051956 Canada Ltd. and hyperWALLET, which is intended to constitute Everest's Qualifying Transaction (the "**Proposed Qualifying Transaction**").

Pursuant to the Amending Agreement, the terms of the Amalgamation Agreement have changed to: (1) extend the closing date of the Proposed Qualifying Transaction from December 15, 2008 to January 28, 2009; (2) allow Everest to hold its shareholder meeting on December 23, 2008 instead of December 5, 2008; and (3) allow for an adjustment to the price of the securities being offered in respect of the previously announced equity financing to be completed by Everest (the "**Private Placement**") prior to or concurrently with the closing of the Proposed Qualifying Transaction. The foregoing is only a summary of some of the amendments to the Amalgamation Agreement and the full text of the Amending Agreement and the Amalgamation Agreement has been filed by Everest and are accessible on SEDAR at www.sedar.com.

Due to the recent volatility in the financial markets, the price of securities being offered under the Private Placement may be adjusted, but in no circumstance will the price of securities being offered under the Private Placement be lower than the Discounted Market Price (as such term is defined by the TSX Venture Exchange policy) permitted by the TSX Venture Exchange. In the event of any such adjustment, Everest will issue a news release detailing any such adjustment.

5.2 Disclosure for Restructuring Transaction

Not Applicable.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102:

Not applicable.

Item 7. Omitted Information:

Not applicable.

Item 8. Executive Officer

For further information, please contact Darcy Krogh, President, Chief Executive Officer and Chief Financial Officer at (604) 669-4180.

Item 9. Date of Report:

December 8, 2008.