

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:

January 29, 2009.

Item 3. News Release:

News release was disseminated via Marketwire on January 30, 2009.

Item 4. Summary of Material Change:

Everest announced that the proposed amalgamation between 7051956 Canada Ltd. ("SubCo"), a wholly-owned subsidiary of Everest, and hyperWALLET Systems Inc. ("hyperWALLET") has terminated in accordance with the terms of the amalgamation agreement among Everest, hyperWALLET and SubCo, dated effective September 30, 2008 and as amended on December 5, 2008 (the "Agreement").

Item 5. Full Description of Material Change:

5.1 Full Description of Material Change

Everest announced that the proposed amalgamation between SubCo and hyperWALLET has terminated in accordance with the terms of the Agreement. The Agreement contained a number of conditions, including the completion of a private placement of Everest securities, which has not been met. As a result of the foregoing, Everest will not be proceeding with the name change, consolidation of its common shares and continuance under the *Canada Business Corporations Act*, all of which were approved at the annual and special meeting of shareholders of Everest held on December 23, 2008.

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:

January 30, 2009