

**VENTURE ONE CAPITAL CORP.
FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 - Name and Address of Company

Venture One Capital Corp.
2489 Bellevue Avenue
West Vancouver, BC V7V 1E1

Item 2 - Date of Material Change

June 15, 2009.

Item 3 - News Release

A press release was disseminated on June 22, 2009 via Marketwire.

Item 4 - Summary of Material Change

The Corporation announced a Letter of Intent to Acquire all of the issued and outstanding shares of NMC., Inc.

Item 5 - Full Description of Material Change

5.1 Full Description of Material Change

Please see attached Schedule "A".

5.2 Disclosure of Restructuring Transaction

Not applicable.

Item 6 - Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 - Omitted Information

Not applicable.

Item 8 - Executive Officer

The name of an Executive Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

Daniel B. Evans
President and Chief Executive Officer
(604) 922-2030

Item 9 - Date of Report

June 23, 2009.

SCHEDULE "A"

PRESS RELEASE

Venture One Capital Corp. Announces Letter of Intent to Acquire NMC., Inc.

June 22, 2009 - West Vancouver, British Columbia: Venture One Capital Corp. ("**Venture One**" or the "**Corporation**") (TSXV: VO.P) is pleased to announce that it has entered into a letter of intent dated effective June 15, 2009 (the "**Letter of Intent**") with NMC, Inc. ("**NMC**") and Dongwon Corporation ("**Dongwon**"), whereunder it is anticipated that the Corporation will acquire all of the issued and outstanding shares of NMC, the owner and operator of certain mineral exploration properties (the "**Properties**") located in the Republic of Korea ("**South Korea**"), (the "**Acquisition**").

The Corporation is a capital pool company and intends for the Acquisition to constitute the "**Qualifying Transaction**" of the Corporation as such term is defined in the policies of the TSX Venture Exchange (the "**Exchange**"). The Acquisition is an arm's length transaction and upon completion thereof, it is expected that the Corporation will be a Tier 2 Mining Issuer.

NMC is a private corporation existing under the laws of South Korea, and is owned as to: (i) 72.5% by Dongwon, a corporation existing under the laws of South Korea (ii) 25% by KTB Securities Co. Ltd. ("**KTB**"), a corporation existing under the laws of South Korea; and (iii) 2.5% by My Venture Partners ("**My Venture**"), a legally registered venture capital organization registered with the South Korea Ministry of Knowledge and Economy (hereinafter, Dongwon, KTB and My Venture shall be collectively known as the "**Vendors**"). NMC and the Vendors' head offices are all located in South Korea.

Highlights of the Acquisition

Pursuant to the terms of the Letter of Intent, subject to completion of satisfactory due diligence, a definitive acquisition agreement (the "**Definitive Agreement**"), the satisfaction of certain closing conditions customary to transactions of the nature of the Acquisition and receipt of applicable regulatory approvals, the Corporation intends to acquire from the Vendors all of the issued and outstanding shares of NMC (previously defined as the "**Acquisition**"). As consideration for the Acquisition, it is expected that the Corporation will issue to the Vendors a total of 200,000,000 common shares in the capital of the Corporation (the "**Acquisition Shares**"). The Acquisition Shares will be issued at a deemed price of CAD\$0.10 per common share (a "**Common Share**") representing a deemed Acquisition value of CAD\$20,000,000. The Acquisition Shares will be subject to the escrow requirements of the Exchange, if applicable. In addition, the parties to the Letter of Intent (the "**Parties**") have agreed that they will amend the terms of the Letter of Intent to comply with any regulatory objections for the purpose of receiving approval of the Definitive Agreement.

Pursuant to the Letter of Intent, Venture One has agreed to cause the directors and officers of Venture One to terminate their respective agreements for the exercise of options to purchase Common Shares, and in consideration of doing so, the directors and officers of Venture One, or their nominees, shall be entitled to participate for up to 15% of the Private Placement (as defined below).

The Property

On April 1, 2008, NMC was established from the spin-off of the molybdenum mine business segment of Dongwon. Assets and liabilities were transferred from Dongwon to NMC at their carrying amounts.

The Acquisition will give the Corporation a 100% interest (which NMC holds) in the former Keumseong Molybdenum Mine (located southeast of Seoul, South Korea) which Dongwon acquired in 2004. The NMC Moland Molybdenum Property is comprised of three mining leases obtained in 2004 and 2005 for a 20 year term. NMC is currently constructing a new mill facility located at the mine site in Jechoen, South Korea.

The Corporation is currently in the process of obtaining a National Instrument 43-101 compliant report in respect of the Properties which is expected to be available within the next thirty days.

Officers and Directors of the Resulting Issuer

In connection with the completion of the Acquisition, it is intended that all of the current directors and officers of the Corporation will resign and be replaced with nominees of NMC, although at this point in time it has not been determined who will be appointed as officers or directors of the Corporation following completion of the Acquisition.

Escrow Transfer

The Letter of Intent provides that certain shareholders of Venture One who hold their Common Shares in escrow have agreed to sell, assign and transfer not less than 2,300,000 of the Common Shares held in escrow ("**Escrow Shares**"), to one or more nominees of NMC (who will be a Principal or Principals, as defined in the policies of the Exchange, of Venture One following the Acquisition) concurrently with the closing of the Acquisition, at a purchase price equal to the original issuance price of the Escrow Shares, being \$0.075 per Escrow Share.

Private Placement

Prior to or concurrent with the closing of the Acquisition, the Corporation expects to complete a non-brokered private placement of 12,500,000 Common Shares at a price of CAD\$0.12 per Common Share for minimum gross proceeds of CAD\$1,500,000 (the "**Private Placement**"). The net proceeds of the Private Placement will be used by the Corporation to finance the development work on the Properties, for general working capital purposes of the Corporation, and to pay closing costs associated with the Private Placement.

Sponsorship of Qualifying Transaction

Sponsorship of a qualifying transaction of a capital pool company is required by the Exchange unless exempt in accordance with Exchange policies. The Corporation is currently reviewing the Exchange requirements for sponsorship and intends to comply with the policies of the Exchange after discussions with the Exchange regarding sponsorship.

Summary Financial Information

Financial statements as required by the Exchange, were not available at the time of this press release. However, the Corporation will in due course make available to the Exchange, all financial information as required by the Exchange and will provide, if required by the Exchange, in a press release to be disseminated at a later date, summary financial information derived from such statements.

Finder's Fee

Subject to the approval of the Exchange, Venture One has agreed that at the closing of the Acquisition a finder's fee in connection with the Acquisition in the aggregate amount of 2,300,000 Common Shares will be issued to certain individuals.

Conditions of the Acquisition

Completion of the Acquisition is subject to a number of conditions including, but not limited to, the closing of the Private Placement, the satisfaction of the Parties in respect of certain due diligence investigations to be undertaken by each Party, closing conditions customary to transactions of the nature of the Acquisition, Exchange acceptance and, if required by Exchange policies, majority of the minority shareholder approval. Where applicable, the Acquisition cannot close until the required shareholder approval is obtained and there can be no assurance that the Acquisition will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Acquisition, any information released or received with respect to the Acquisition may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The Corporation's shares are currently listed for trading on the Exchange. In accordance with Exchange policy, however, the Corporation's shares are currently halted from trading and will remain halted until such time as determined by the Exchange, which, depending on the policies of the Exchange, may not occur until the completion of the Acquisition.

For Further Information, Please Contact:

Daniel B. Evans
President, Chief Executive Officer and Director
Venture One Capital Corp.
604-922-2030

Cautionary Statements

Certain statements contained in this release constitute forward-looking information. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Corporation's current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. In

particular, this release contains forward-looking information relating to: the intention of the Parties to enter into the Definitive Agreement and the terms and conditions of the Acquisition, including securities of Venture One to be issued and transferred pursuant thereto, the board and officer composition of Venture One following the Acquisition; matters related to the Private Placement and transfer within escrow; and obtaining a Report within the next thirty days. Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to Venture One. The material factors and assumptions include: the parties to the Acquisition being able to obtain the necessary director, shareholder and regulatory approvals; Exchange policies not changing; completion of satisfactory due diligence; the structure of the Acquisition being the most tax efficient way of completing the Acquisition; no unforeseen circumstances with respect to the preparation of the Report that would slow down its completion. Risk Factors that could cause actual results or outcomes to differ materially from the results expressed or implied by forward-looking information include, among other things: conditions imposed by the Exchange, the failure to obtain the required directors' and shareholders' approval to the Acquisition; changes in tax laws, general economic and business conditions; and changes in the regulatory regulation. Venture One cautions the reader that the above list of risk factors is not exhaustive. The forward-looking information contained in this release is made as of the date hereof and Venture One is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.