

FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Company:

Red Mile Capital Corp.
12968 - 21A Avenue
Whiterock, BC
V4A 8H5

ITEM 2 Date of Material Change:

November 6, 2007

ITEM 3 News Release:

On November 6, 2007, Red Mile Capital Corp. ("Red Mile") issued a press release disclosing the nature and substance of the material change through the facilities of CCN Matthews.

ITEM 4 Summary of Material Change:

On November 6, 2007, Red Mile completed its initial public offering of 4,000,000 common shares, at the price of \$0.20 per common share, for aggregate gross proceeds of \$800,000 (the "IPO") and has filed for listing as a Capital Pool Company on the TSX Venture Exchange (the "TSXV"). Northern Securities Inc. acted as agent on the IPO. Subject to the fulfillment of all TSXV requirements, it is expected that the common shares of the Corporation will commence trading on the TSXV on or about Monday, November 12, 2007 under the trading symbol "RDM.P".

ITEM 5 Full Description of Material Change:

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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:

For further information, please contact Mr. Larry Whitehead, President and Chief Executive Officer at (604) 542-2223.

ITEM 9 Date of Report:

Dated at Calgary, Alberta this 6th day of November, 2007.