

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Berkeley Capital Corp. I  
48 Yonge Street, Suite 1000  
Toronto, Ontario M5E 1G6

**Item 2 Date of Material Change**

September 13, 2007

**Item 3 News Release**

A news release was issued on September 13, 2007, via Marketwire, a copy of which is annexed hereto as Schedule "A".

**Item 4 Summary of Material Change**

Berkeley Capital Corp. I (TSX Venture Exchange: BCP.P) completed its initial public offering as a capital pool company.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

See press release annexed hereto as Schedule "A".

**5.2 Disclosure for Restructuring Transactions**

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**

Brice Scheschuk, President  
48 Yonge Street, Suite 1000  
Toronto, Ontario M5E 1G6  
Telephone: (416) 204-0240  
Facsimile: (416) 640-1089

**Item 9 Date of Report:**

Dated at Toronto, Ontario, this 13<sup>th</sup> day of September 2007.

**SCHEDULE "A"  
PRESS RELEASE**

**BERKELEY CAPITAL CORP. I**

**COMPLETES INITIAL PUBLIC OFFERING**

**TSX VENTURE EXCHANGE: BCP.P**

**FOR IMMEDIATE RELEASE**

**TORONTO, ONTARIO – September 13, 2007** – Berkeley Capital Corp. I (the "Corporation") is pleased to announce that it has completed an initial public offering in Alberta, British Columbia and Ontario of 4,000,000 common shares at a price of \$0.10 per share for gross proceeds of \$400,000. Following the closing of the offering, a total of 10,099,999 common shares of the Corporation were issued and outstanding, of which 6,099,999 are currently held in escrow pursuant to the policies of the TSX Venture Exchange. The net proceeds of the offering, together with the proceeds from prior sales of common shares, will be used by the Corporation to identify and evaluate assets or businesses for acquisition with a view to completing a "Qualifying Transaction" under the capital pool company program of the TSX Venture Exchange.

Canaccord Capital Corporation acted as agent for the initial public offering. In connection with the offering, the Corporation granted to the agent non-transferable options to acquire up to an aggregate of 400,000 common shares. The agent's options may be exercised any time prior to the date that is 24 months following the date that the common shares are listed on the TSX Venture Exchange. In connection with the offering, the agent also received a commission equal to 10% of the aggregate gross proceeds of the sale of the common shares.

At the closing of the offering, the Corporation also granted stock options to its directors and officers exercisable to acquire up to an aggregate of 999,999 common shares. The options may be exercised any time prior to September 13, 2012 at a price of \$0.10 per share.

The current directors and officers of the Corporation are John Drake, Director, Simon Lockie, Director, and Brice Scheschuk, President, Chief Executive Officer, Chief Financial Officer, Secretary and Director.

It is anticipated that the common shares of the Corporation will commence trading on the TSX Venture Exchange on or about September 17, 2007 under the stock symbol "BCP.P".

For further information please see the Prospectus of the Corporation dated August 31, 2007 filed on SEDAR.

**THE TSX VENTURE EXCHANGE INC. HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.**

For further information, please contact Brice Scheschuk, President, at:

Telephone: (416) 204-0240

E-mail: [BriceScheschuk@Globalive.com](mailto:BriceScheschuk@Globalive.com)