

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Arius3D Corp.
755 The Queensway East
Unit 20
Mississauga, ON L4Y 4C5

Item 2 Date of Material Change

November 29, 2010

Item 3 News Release

A news release relating to the material change described herein was disseminated on November 29, 2010 through Marketwire and subsequently filed on the System for Electronic Document Analysis and Retrieval (SEDAR).

Item 4 Summary of Material Change

On November 29, 2010, Arius3D Corp. (“**Arius3D**” or the “**Company**”) announced board and management changes.

Item 5 Full Description of Material Change

On November 29, 2010, Arius3D announced that the Board of Directors appointed Mr. Perry Monych to the board. Mr. Monych is a shareholder and debenture holder of the Company.

The Company further announced that Mr. Brian Mori resigned from the Board of Directors and as Chief Executive Officer of the Company effective November 29, 2010. In connection with Mr. Mori’s resignation, Mr. John Wood was appointed Chief Executive Officer of Arius3D on November 29, 2010. Mr. Wood is a director of the Company and a member of the Finance Committee.

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

Confidentiality is not requested.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information contact John Wood, Chief Executive Officer of Arius3D Corp. at 905 270 7999.

Item 9 Date of Report

December 1, 2010