

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

March 29, 2012

Item 3 News Release

A news release relating to the material changes described herein was issued on March 29, 2012 by Marketwire and subsequently filed on SEDAR.

Item 4 Summary of Material Change

Arius3D Corp. (“Arius3D” or the “Company”) announced that the proposed acquisition by Arius3D of all of the issued and outstanding securities of Masterfile Corporation scheduled to close on March 31, 2012 will not close.

Item 5 Full Description of Material Change

Arius3D Corp. announced that the proposed acquisition by Arius3D of all of the issued and outstanding securities of Masterfile Corporation scheduled to close on March 31, 2012 will not close. The companies are now exploring alternative strategic options, which include a 3D image distribution agreement for Arius3D images by Masterfile. In addition to a distribution agreement, the two companies are evaluating various potential transactions that would further their mutual interests.

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 Perry Monych, Chief Executive Officer of Arius3D Corp. at (905) 270-7999.

Item 9 Date of Report

March 30, 2012