

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

July 20, 2012

Item 3 News Release

A news release relating to the material changes described herein was issued on July 20, 2012 by Marketwire and subsequently filed on SEDAR.

Item 4 Summary of Material Change

Arius3D Corp. (“Arius3D” or the “Company”) announced that, at the request of the TSX Venture Exchange, it had cancelled 6,210,000 common shares.

Item 5 Full Description of Material Change

Arius3D Corp. announced that, at the request of the TSX Venture Exchange, it had cancelled 6,210,000 common shares, which shares were purportedly issued by the Company to two senior officers in February 2010, upon advice from prior legal counsel, in order to assist the Company to complete its qualifying transaction. As a result, the Company has 114,607,496 issued and outstanding common shares.

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

July 30, 2012