

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

August 8, 2012

Item 3 News Release

A news release relating to the material change described herein was issued on August 8, 2012 by Marketwire and subsequently filed on SEDAR.

Item 4 Summary of Material Change

Arius3D Corp. (“Arius3D” or the “Company”) announced that it had completed a non-brokered private placement offering of a non-interest bearing note in the principal amount of \$200,000 for net proceeds of \$164,500.

Item 5 Full Description of Material Change

Arius3D Corp. announced that it had completed a non-brokered private placement offering of a non-interest bearing note in the principal amount of \$200,000 (the “Note”) for net proceeds of \$164,500. The Company paid a financing fee to the sole purchaser of the Note (the “Holder”) in the amount of \$20,000 and paid a finder’s fee of \$15,500. The Holder and the recipient of the finder’s fee are both at arm’s length to the Company. The net proceeds of the financing will be used to fund working capital.

The Note has a term of 5 years, and in consideration for purchasing the Note the Holder was provided with a revenue participation right. The revenue participation right provides the Holder with a right to participate in the revenue of the Company on the basis of 5% of revenue contracted after closing and 1% of revenue contracted prior to closing up to a maximum of \$200,000; after which the percentages fall to 1% and 0.5%, respectively. The participation right terminates on the earlier of the repayment of the Note and 1 year following the date the Holder receives \$200,000 of funds from this right. The Note is repayable at any time.

The Note will be subject to a four-month statutory hold period, which will expire on December 7, 2012.

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

August 8, 2012