FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

TrustMark Auto Group, Inc.
9th Floor, 1281 W. Georgia Street
Vancouver, B.C. V6E 3J7

Item 2 **Date of Material Change**

December 7, 2007

Item 3 **News Release**

The news release dated December 7, 2007 was issued in Vancouver, BC, and disseminated through Market Wire.

Item 4 **Summary of Material Change**

The Issuer announced that it has completed its initial public offering in which gross proceeds of $1,000,000 were raised through the issuance of 2,000,000 common shares at a price of $0.50 per share. The offering was sold in the provinces of British Columbia and Alberta by way of the Issuer's prospectus dated November 14, 2007. Canaccord Capital Corporation acted as lead agent for the offering. A copy of the Issuer's prospectus can be viewed on SEDAR (www.sedar.com).

The Issuer also reports that the Canadian Trading & Quotation System ("CNQ") has accepted the Issuer's listing application. Trading in the Issuer's common shares will commence at the opening on **Monday, December 10, 2007** under the symbol "**AUTO**".

There are a total of 13,133,317 shares outstanding comprising of: (i) 9,706,658 shares which are held in escrow, (to be released 10% on December 6, 2007, and an additional 15% every six months thereafter), 6,000,000 shares of which are also subject to earn-out, to be released on the basis of one share for each $0.50 of net income generated by the Issuer from time to time; and (ii) 3,426,659 shares which are free trading. None of the Pro Group hold any shares of the Company.

As consideration for Canaccord Capital Corporation assisting in completing the prospectus offering, the Issuer paid a 7% commission in cash ($70,000), granted 10% Agent's Options (200,000 options, exercisable at $0.50 per share for a period of two years from the Listing Date), issued 50,000 corporate finance fee shares, paid an administration fee of $10,000 and paid the Agents' expenses as incurred. The Issuer has reserved 200,000 shares which may be issued upon exercise by the Agent of its Agent's Options.

The board of directors consists of David J. Nickel (CEO), Rodney J. Hamilton (Chairman), M. Eric Turcotte, David J. Sharpless and Murtaza H. Qureshi. The Issuer's other officers are John W. Jardine (CFO), John R. Stout (COO) and Jeffrey L. Milani (Vice President Retail Operations).

Mr. Hamilton has over 15 years of experience in the Canadian leasing industry, and most recently founded TrustMark. He founded Accel Leasing Corp. in 1990, and then Accel Capital Corp. in 1995, both part of the Accel Financial Group Ltd. In 2001, Mr. Hamilton co-founded Aureus Financial Corp., where as Chairman until 2005, he oversaw the building of a non-traditional equipment lessor. He has also been the chairman of Software Capital Corp. since 2005 and is currently serving a fourth consecutive two-year term as a director of the Canadian Finance and Leasing Association. Mr. Hamilton is a member of TrustMark's audit committee.

Mr. Nickel has over 17 years of leasing and lending experience in Canada and is the CEO of a number of private companies. In 1993, he founded Metro LeaseLine Ltd. ("LeaseLine") a lease lender/broker in retailing financing. Since then, Mr. Nickel has founded a group of businesses under the Waterpoint Financial Group Inc. name, including: CharterOne Lease & Loan Logistics Inc., SNAP Financial Corp., Navigate Capital Corp. and Aureus Financial Corp. These companies provide and arrange financing to a number of industry sectors including home improvement and equipment purchases.

Mr. Jardine is a Certified Management Accountant and has been the president of J.W. Jardine and Company Ltd since 1990. He is also the CFO and a director of the TSX Venture Exchange listed Geodex Minerals Ltd., since 1997. Mr. Jardine holds a Bachelor of Commerce degree from Carleton University.

Mr. Stout has over 20 years of experience in the commercial and consumer finance industry and has co-founded several finance companies. He co-founded SNAP Financial Corp., which underwrites and manages consumer loans. He also founded and is the former president of Creditwave Corporation, which receives small balance lease and loan applications through a vendor and dealer network and matches borrowers with financial institutions willing to underwrite credit applications. Creditwave Corporation was successfully sold in 2004. Mr. Stout also co-founded and was the former president of Bayshore Leasing Corporation.

Mr. Milani is the founder and owner of Paramount Trading Ltd., doing business as Milani Auto Sales. Since 1989 he has specialized in the retailing and wholesaling of used cars and trucks. Mr. Milani owns two fully staffed retail car lots, situated in the Vancouver Lower Mainland. His 25 years of experience in the used vehicle retail and wholesale industries encompass all aspects of the business including vehicle purchasing, selling, marketing, financing, administration and regulatory compliance.

Mr. Turcotte, for over 20 years, has been the president of Ventura Management Inc. and Westbank Investments Inc., which provide merchant banking services to private and public companies, and he has served as a director of several public and private companies. Mr. Turcotte was a director of Accel Financial Group Ltd. Mr. Turcotte is a Chartered Accountant and received an MBA in Finance from Queen's University in Ontario. Mr. Turcotte is a member of TrustMark's audit committee.

Mr. Sharpless is the Chairman of Hunter Keilty Muntz & Beatty Limited, a privately held commercial insurance broker. Mr. Sharpless has 30 years of experience as a business lawyer in international finance, corporate governance, structural finance and mergers and acquisitions. For nearly 20 years, he was a lawyer with Blake, Cassels and Graydon LLP, and in 1997 Mr. Sharpless joined Newcourt Credit Group Inc. (subsequently, CIT Group Inc.) as Chairman. As a member of Newcourt's executive team, Mr. Sharpless was responsible for directing and implementing Newcourt's growth from a small private company to a large public commercial finance company. Mr. Sharpless' duties included responsibility for Newcourt's overall corporate governance and its relationships with its stakeholders and the investment community. Mr. Sharpless also assumed direct responsibility, as President International, for operating all of Newcourt's businesses outside the United States. These included operations throughout Canada, Europe, Latin America, Asia and Australia/New Zealand.

Mr. Qureshi has over 20 years of international investment banking experience, specializing in global securitization markets and structured credit products. He is currently the president and CEO of QCAP Financial Limited, a private investment management firm he founded in Vancouver, B.C., in 2006. Previously he was a managing director with CIBC World Markets for nine years. He was initially in London, England, where he lead the origination and distribution of cash and synthetic structured credit products in Europe and Asia, and then in New York, where he assisted in building CIBC's North American structured credit platform. Mr. Qureshi also spent 11 years at Chase Manhattan International Ltd., and its predecessors, Chemical Bank International and Manufacturers Hanover Ltd. in London, where he was Vice President Head of Bond Sales. Mr. Qureshi graduated from Boston University in 1985 with a Bachelor's degree in Finance and Economics.

TrustMark is engaged in the business of providing franchise quality products and services to independent used vehicle dealers who enter into licensed dealer agreements with the Issuer.

Further information on the Issuer and its business is available at www.trustmarkauto.com.

Item 5 Full Description of Material Change

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Item 5.2 Disclosure for Restructuring Transactions

N/A.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Confidentiality is not requested.

Item 7 Omitted Information

No information has been omitted in respect of the material change.

Item 8 Executive Officer

Rodney J. Hamilton (Chairman and Director)
Tel (604) 628-1344
Fax (604) 628-1343

Item 9 Date of Report

December 7, 2007